

FRANKLIN RESOURCES INC

Form 13F-HR

November 08, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2007

Check here if Amendment [ ] ; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Franklin Resources, Inc.  
Address: One Franklin Parkway  
San Mateo, CA 94403-1906

Form 13F File Number: 28-734

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Maria Gray  
Title: Secretary  
Phone: 650-312-2000

Signature, Place, and Date of Signing:

/s/ Maria Gray                      San Mateo, California                      October 29, 2007

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)  
[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)  
[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 16

Form 13F Information Table Entry Total: 3,943

Form 13F Information Table Value Total: \$ 180,072,562  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
A	28-3578	FRANKLIN ADVISERS, INC.
C	28-11763	TEMPLETON ASSET MANAGEMENT LTD.
D	28-11753	FRANKLIN TEMPLETON INVESTMENTS AUSTRALIA LIMITED
E	28-11761	FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED
L	28-11855	FRANKLIN TEMPLETON INVESTMENTS (ASIA) LTD.
M	28-11755	FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED
N	28-1231	FRANKLIN TEMPLETON INSTITUTIONAL, LLC
1	28-5454	TEMPLETON GLOBAL ADVISORS LIMITED
2	28-1074	TEMPLETON INVESTMENT COUNSEL, LLC
3	28-11744	TEMPLETON CAPITAL ADVISORS LTD.
4	28-5930	FRANKLIN ADVISORY SERVICES, LLC
5	28-6154	FRANKLIN MUTUAL ADVISERS, LLC
6	28-6174	FRANKLIN TEMPLETON PORTFOLIO ADVISORS, INC.
7	28-5825	FRANKLIN INVESTMENT ADVISORY SERVICES, LLC
8	28-6143	FRANKLIN TEMPLETON INVESTMENTS CORP.
9	28-3877	FIDUCIARY TRUST COMPANY INTERNATIONAL

FORM 13F INFORMATION TABLE  
FOR PERIOD ENDED 09/30/2007  
REPORTING MANAGER: FRANKLIN RES

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X\$1000)	SHRS OR SH/ PRN AMT	PUT/ CALL MENT DISCRETION
3COM CORP	COM	885535104	128	26000 SH	DEFINE
3M CO	COM	88579Y101	11117	118800 SH	DEFINE
3M CO	COM	88579Y101	2593	27707 SH	DEFINE
3M CO	COM	88579Y101	80011	855000 SH	DEFINE
3M CO	COM	88579Y101	36206	386895 SH	DEFINE
3M CO	COM	88579Y101	32329	345467 SH	DEFINE
3M CO	COM	88579Y101	843541	9014111 SH	DEFINE
3M CO	COM	88579Y101	328	3500 SH	DEFINE
3M CO	COM	88579Y101	59	630 SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

A.O. SMITH CORP	COM	831865209	56978	1298500	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	675	25750	SH	DEFINE
ABB LTD	SPONSORED ADR	000375204	22662	863970	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	64949	1211287	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	30116	561657	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	9314	173710	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	1463	27277	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	21448	400000	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	26264	489811	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	43331	808105	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	2906	54200	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	1927	35943	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	1589	29643	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	16044	299220	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	121	2250	SH	DEFINE
ABBOTT LABORATORIES	COM	002824100	13	240	SH	DEFINE
ABINGTON BANCORP INC	COM	00350L109	5624	576850	SH	DEFINE
ABM INDUSTRIES INC	COM	000957100	74552	3731326	SH	DEFINE
ABN AMRO HOLDING NV	SPONSORED ADR	000937102	7792	148410	SH	DEFINE
ABX AIR INC	COM	00080S101	12921	1825000	SH	DEFINE
ACADIA PHARMACEUTICALS INC	COM	004225108	3326	220990	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	784730	19496387	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	5246	130324	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	8072	200540	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	566	14050	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	119644	2972516	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	8231	204490	SH	DEFINE
ACCENTURE LTD	COM	G1150G111	536	13320	SH	DEFINE
ACCURAY INC	COM	004397105	250	14300	SH	DEFINE
ACE LTD	COM	G0070K103	63020	1040448	SH	DEFINE
ACE LTD	COM	G0070K103	368752	6088037	SH	DEFINE
ACE LTD	COM	G0070K103	13906	229579	SH	DEFINE
ACE LTD	COM	G0070K103	2138	35300	SH	DEFINE
ACE LTD	COM	G0070K103	752	12409	SH	DEFINE
ACE LTD	COM	G0070K103	1834	30272	SH	DEFINE
ACE LTD	COM	G0070K103	9179	151542	SH	DEFINE
ACE LTD	COM	G0070K103	92509	1527307	SH	DEFINE
ACE LTD	COM	G0070K103	111	1830	SH	DEFINE
ACE LTD	COM	G0070K103	157	2590	SH	DEFINE
ACTEL CORP	COM	004934105	16662	1552870	SH	DEFINE
ACTIVISION INC	COM	004930202	3245	150318	SH	DEFINE
ACTIVISION INC	COM	004930202	181	8400	SH	DEFINE
ACTIVISION INC	COM	004930202	232964	10790349	SH	DEFINE
ACXIOM CORP	COM	005125109	4632	234050	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	1048	27200	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	27351	709687	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	98579	2557830	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	170	4400	SH	DEFINE
ADAMS RESPIRATORY THERAPEUTICS INC	COM	00635P107	27	690	SH	DEFINE
ADC TELECOMMUNICATIONS INC	COM	000886309	7909	403303	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	222	5088	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	455	10430	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	32038	733811	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	100287	2297010	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	105	2400	SH	DEFINE
ADOBE SYSTEMS INC	COM	00724F101	262	6000	SH	DEFINE
ADVANCE AUTO PARTS	COM	00751Y106	297	8840	SH	DEFINE
ADVANCED LIFE SCIENCES HOLDINGS IN	COM	00765H107	1011	564559	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	2719	88888	SH	DEFINE
ADVANCED MEDICAL OPTICS INC	COM	00763M108	124	4050	SH	DEFINE
AECOM TECHNOLOGY CORP	COM	00766T100	1565	44800	SH	DEFINE
AECOM TECHNOLOGY CORP	COM	00766T100	14915	427000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AEGEAN MARINE PETROLEUM NETWORK IN	COM	Y0017S102	4039	111400	SH	DEFINE
AEGON NV	ORD AMER REG	007924103	6	325	SH	DEFINE
AEGON NV	ORD AMER REG	007924103	417	21912	SH	DEFINE
AERCAP HOLDINGS NV	COM	N00985106	809	32500	SH	DEFINE
AEROVIRONMENT INC	COM	008073108	1535	66725	SH	DEFINE
AES CORP	COM	00130H105	1980	98805	SH	DEFINE
AETERNA ZENTARIS INC	COM	007975204	1035	393600	SH	DEFINE
AETNA INC	COM	00817Y108	540	9944	SH	DEFINE
AFFILIATED COMPUTER SERVICES INC	COM	008190100	208	4150	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	3101	24323	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	5233	41037	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	180318	1414149	SH	DEFINE
AFFILIATED MANAGERS GROUP INC	COM	008252108	281	2200	SH	DEFINE
AFFYMAX INC	COM	00826A109	2398	88600	SH	DEFINE
AFFYMETRIX INC	NOTE	0.750%12/100826TAF5	10175	10000000	PRN	DEFINE
AFLAC INC	COM	001055102	195011	3418850	SH	DEFINE
AFLAC INC	COM	001055102	1723	30209	SH	DEFINE
AFLAC INC	COM	001055102	4848	85000	SH	DEFINE
AFLAC INC	COM	001055102	4511	79090	SH	DEFINE
AFLAC INC	COM	001055102	34538	605498	SH	DEFINE
AFLAC INC	COM	001055102	65771	1153070	SH	DEFINE
AFLAC INC	COM	001055102	234	4100	SH	DEFINE
AFLAC INC	COM	001055102	35	620	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	7	183	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	14752	400000	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	0	1	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	3886	105380	SH	DEFINE
AGILENT TECHNOLOGIES INC	COM	00846U101	46757	1267820	SH	DEFINE
AGL RESOURCES INC	COM	001204106	24	600	SH	DEFINE
AGL RESOURCES INC	COM	001204106	63788	1610000	SH	DEFINE
AGNICO EAGLE MINES LTD	COM	008474108	64740	1300000	SH	DEFINE
AIR FRANCE-KLM	SPONSORED ADR	009119108	20235	550000	SH	DEFINE
AIR FRANCE-KLM	*W EXP 11/05/2000	009119116	2790	450000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	2053	21000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	48880	500000	SH	DEFINE
AIR PRODUCTS & CHEMICALS INC	COM	009158106	12744	130355	SH	DEFINE
AIRGAS INC	COM	009363102	48088	931400	SH	DEFINE
AIRGAS INC	COM	009363102	44	861	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	4	126	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	40	1400	SH	DEFINE
AKAMAI TECHNOLOGIES INC	COM	00971T101	2849	99150	SH	DEFINE
ALAMO GROUP INC	COM	011311107	2582	105000	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	31185	1350600	SH	DEFINE
ALASKA AIR GROUP INC	COM	011659109	11545	500000	SH	DEFINE
ALBERTO-CULVER CO	COM	013078100	74164	2991700	SH	DEFINE
ALBERTO-CULVER CO	COM	013078100	59	2400	SH	DEFINE
ALCAN INC	COM	013716105	30277	302526	SH	DEFINE
ALCAN INC	COM	013716105	438584	4382331	SH	DEFINE
ALCAN INC	COM	013716105	2265	22636	SH	DEFINE
ALCAN INC	COM	013716105	5059	50550	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	4	413	SH	DEFINE
ALCATEL-LUCENT	SPONSORED ADR	013904305	525	51558	SH	DEFINE
ALCOA INC	COM	013817101	4894	125100	SH	DEFINE
ALCOA INC	COM	013817101	58915	1505997	SH	DEFINE
ALCOA INC	COM	013817101	2381	60868	SH	DEFINE
ALCOA INC	COM	013817101	2073	52994	SH	DEFINE
ALCOA INC	COM	013817101	3649	93289	SH	DEFINE
ALCOA INC	COM	013817101	39631	1013060	SH	DEFINE
ALCON INC	COM	H01301102	72	500	SH	DEFINE
ALCON INC	COM	H01301102	14392	100000	SH	DEFINE
ALEXANDER & BALDWIN INC	COM	014482103	6770	135045	SH	DEFINE
ALEXANDER'S INC	COM	014752109	194250	503892	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ALEXION PHARMACEUTICALS INC	COM	015351109	5460	83800	SH	DEFINE
ALKERMES INC	COM	01642T108	920	50000	SH	DEFINE
ALKERMES INC	COM	01642T108	3960	215200	SH	DEFINE
ALLEGHANY CORP (DEL)	COM	017175100	326486	804152	SH	DEFINE
ALLEGHANY CORP (DEL)	COM	017175100	41	102	SH	DEFINE
ALLEGIAN TRAVEL CO	COM	01748X102	14199	468300	SH	DEFINE
ALLERGAN INC	COM	018490102	51576	800000	SH	DEFINE
ALLERGAN INC	COM	018490102	10805	167590	SH	DEFINE
ALLERGAN INC	COM	018490102	16914	262352	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	181549	2344385	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	3	40	SH	DEFINE
ALLIANCE DATA SYSTEM CORP	COM	018581108	79	1025	SH	DEFINE
ALLIANCE ONE INTERNATIONAL INC	COM	018772103	26030	3980100	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	21218	240919	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	2466	28000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	352	4000	SH	DEFINE
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	881	10000	SH	DEFINE
ALLIANCEBERNSTEIN INCOME FUND	COM	01881E101	111	13386	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	61	1600	SH	DEFINE
ALLIANT ENERGY CORP	COM	018802108	170716	4455000	SH	DEFINE
ALLIED CAPITAL CORP	COM	01903Q108	517	17595	SH	DEFINE
ALLIED IRISH BANKS PLC	SPONSORED ADR	019228402	5267	108655	SH	DEFINE
ALLIED IRISH BANKS PLC	SPONSORED ADR	019228402	1102	22741	SH	DEFINE
ALLIED WASTE INDUSTRIES INC	PFD CV D 6.25%	019589704	16014	48000	SH	DEFINE
ALLOS THERAPEUTICS INC	COM	019777101	475	100000	SH	DEFINE
ALLOS THERAPEUTICS INC	COM	019777101	1692	356299	SH	DEFINE
ALLSCRIPTS HEALTHCARE SOLUTIONS IN	COM	01988P108	91117	3370950	SH	DEFINE
ALLSTATE CORP	COM	020002101	9957	174100	SH	DEFINE
ALLSTATE CORP	COM	020002101	114	2000	SH	DEFINE
ALLSTATE CORP	COM	020002101	21009	367346	SH	DEFINE
ALLSTATE CORP	COM	020002101	6773	118423	SH	DEFINE
ALLTEL CORP	COM	020039103	203887	2926052	SH	DEFINE
ALLTEL CORP	COM	020039103	2	25	SH	DEFINE
ALLTEL CORP	COM	020039103	12102	173676	SH	DEFINE
ALLTEL CORP	COM	020039103	19078	273800	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	843136	12126220	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	1	13	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	2642	38000	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	14766	212368	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	16502	237341	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	15669	225360	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	202	2900	SH	DEFINE
ALTRIA GROUP INC	COM	02209S103	24	350	SH	DEFINE
ALZA CORP	SDCV	7/202261WAB5	1361250	15000000	PRN	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	5785	101130	SH	DEFINE
AMAG PHARMACEUTICALS INC	COM	00163U106	3741	65400	SH	DEFINE
AMAZON.COM INC	COM	023135106	8559	91880	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	47	790	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	94	1575	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	13984	233800	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	1130	18900	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	251	4200	SH	DEFINE
AMB PROPERTY CORP	COM	00163T109	4041	67572	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COM	023139108	5876	93400	SH	DEFINE
AMBAC FINANCIAL GROUP INC	COM	023139108	94	1500	SH	DEFINE
AMDOCS LTD	COM	G02602103	8	214	SH	DEFINE
AMDOCS LTD	COM	G02602103	1807	48600	SH	DEFINE
AMEDISYS INC	COM	023436108	1010	26301	SH	DEFINE
AMEREN CORP	COM	023608102	2	31	SH	DEFINE
AMEREN CORP	COM	023608102	753	14340	SH	DEFINE
AMEREN CORP	COM	023608102	3686	70208	SH	DEFINE
AMEREN CORP	COM	023608102	827107	15754421	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMEREN CORP	COM	023608102	205	3900	SH	DEFINE
AMEREN CORP	COM	023608102	41	780	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPONSORED ADR	02364W105	1600	25000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPONSORED ADR	02364W105	287	4485	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPONSORED ADR	02364W105	65790	1027971	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPONSORED ADR	02364W105	170805	2668830	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPONSORED ADR	02364W105	488409	7631390	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPONSORED ADR	02364W105	2304	36000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPONSORED ADR	02364W105	896	14000	SH	DEFINE
AMERICA MOVIL SAB DE CV	SPONSORED ADR	02364W105	38400	600000	SH	DEFINE
AMERICAN AXLE & MFG HOLDINGS INC	COM	024061103	30931	1225000	SH	DEFINE
AMERICAN CAMPUS COMMUNITIES INC	COM	024835100	3568	121800	SH	DEFINE
AMERICAN EAGLE OUTFITTERS INC	COM	02553E106	304	11544	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	16	350	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	2132	46270	SH	DEFINE
AMERICAN ELECTRIC POWER CO INC	COM	025537101	494475	10730800	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	29564	497964	SH	DEFINE
AMERICAN EXPRESS CO	COM	025816109	13014	219210	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	1220617	18043122	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	67789	1002051	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	49831	736600	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	258969	3828077	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	272207	4023761	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	5497	81254	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	2368	35000	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	37773	558353	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	114271	1689149	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	48297	713930	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	2228	32930	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	15354	226958	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	173148	2559469	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	170	2520	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	22331	330091	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874107	2203	32566	SH	DEFINE
AMERICAN INTERNATIONAL GROUP INC	COM	026874907	135	2000	SH	CALL DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	4797	283021	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	4855	286440	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	COM	02744M108	93344	5507010	SH	DEFINE
AMERICAN MEDICAL SYSTEMS HOLDINGS	NOTE	3.250% 7/002744MAA6	16125	15000000	PRN	DEFINE
AMERICAN NATIONAL INSURANCE CO	COM	028591105	110607	840800	SH	DEFINE
AMERICAN PACIFIC CORP	COM	028740108	10668	683000	SH	DEFINE
AMERICAN STANDARD COS INC	COM	029712106	641	18000	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	372	8534	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	5007	115000	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	21287	488905	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	130001	2985794	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	435	10000	SH	DEFINE
AMERICAN TOWER INC	COM	029912201	1219	28000	SH	DEFINE
AMERICAN WOODMARK CORP	COM	030506109	25848	1042685	SH	DEFINE
AMERIPRISE FINANCIAL INC	COM	03076C106	4642	73549	SH	DEFINE
AMETEK INC	COM	031100100	2983	69012	SH	DEFINE
AMETEK INC	COM	031100100	1173	27150	SH	DEFINE
AMETEK INC	COM	031100100	147164	3404990	SH	DEFINE
AMGEN INC	COM	031162100	810206	14322192	SH	DEFINE
AMGEN INC	COM	031162100	57408	1014820	SH	DEFINE
AMGEN INC	COM	031162100	1712	30258	SH	DEFINE
AMGEN INC	COM	031162100	52723	932000	SH	DEFINE
AMGEN INC	COM	031162100	41916	740950	SH	DEFINE
AMGEN INC	COM	031162100	26018	459928	SH	DEFINE
AMGEN INC	COM	031162100	56499	998740	SH	DEFINE
AMGEN INC	COM	031162100	2997	52980	SH	DEFINE
AMGEN INC	COM	031162100	9873	174520	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AMGEN INC	COM	031162100	161678	2858019	SH	DEFINE
AMGEN INC	COM	031162100	9796	173170	SH	DEFINE
AMGEN INC	NOTE	0.375% 2/0031162AQ3	53843	58925000	PRN	DEFINE
AMICUS THERAPEUTICS INC	COM	03152W109	1597	95600	SH	DEFINE
AMR CORP	COM	001765106	24073	1080000	SH	DEFINE
AMR CORP	COM	001765106	11	488	SH	DEFINE
ANADARKO PETROLEUM CORP	COM	032511107	5246	97591	SH	DEFINE
ANADIGICS INC	COM	032515108	7112	393360	SH	DEFINE
ANADIGICS INC	COM	032515108	3164	175000	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	8	222	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	3846	106366	SH	DEFINE
ANALOG DEVICES INC	COM	032654105	210	5800	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COM	034918102	29631	4725800	SH	DEFINE
ANGIOTECH PHARMACEUTICALS INC	COM	034918102	14976	2388500	SH	DEFINE
ANGLO AMERICAN PLC	SPONSORED ADR	03485P201	45	1346	SH	DEFINE
ANGLO AMERICAN PLC	SPONSORED ADR	03485P201	19684	588458	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	155	3313	SH	DEFINE
ANGLOGOLD ASHANTI LTD	SPONSORED ADR	035128206	169937	3624173	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	49595	992100	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	2134	42682	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	4576	91548	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	34897	698080	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	42897	858120	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	245	4900	SH	DEFINE
ANHEUSER BUSCH COS INC	COM	035229103	32	640	SH	DEFINE
ANSOFT CORP	COM	036384105	7666	232450	SH	DEFINE
AON CORP	COM	037389103	4488	100161	SH	DEFINE
AON CORP	COM	037389103	34672	773763	SH	DEFINE
AON CORP	COM	037389103	2761	61625	SH	DEFINE
AON CORP	COM	037389103	24880	555240	SH	DEFINE
AON CORP	COM	037389103	54	1200	SH	DEFINE
AON CORP	COM	037389103	8266	184470	SH	DEFINE
AON CORP	COM	037389103	2465	55020	SH	DEFINE
AON CORP	COM	037389103	4452	99361	SH	DEFINE
AON CORP	COM	037389103	126304	2818654	SH	DEFINE
APACHE CORP	COM	037411105	9269	102920	SH	DEFINE
APACHE CORP	COM	037411105	35431	393415	SH	DEFINE
APEX SILVER MINES LTD	COM	G04074103	3890	200000	SH	DEFINE
APOGEE ENTERPRISES INC	COM	037598109	62342	2403300	SH	DEFINE
APOLLO GROUP INC	COM	037604105	43651	725700	SH	DEFINE
APOLLO GROUP INC	COM	037604105	37	623	SH	DEFINE
APOLLO GROUP INC	COM	037604105	5712	94970	SH	DEFINE
APOLLO INVESTMENT CORP	COM	03761U106	4160	200000	SH	DEFINE
APOLLO INVESTMENT CORP	COM	03761U106	157	7563	SH	DEFINE
APPLE INC	COM	037833100	421	2740	SH	DEFINE
APPLE INC	COM	037833100	156304	1018000	SH	DEFINE
APPLE INC	COM	037833100	270	1760	SH	DEFINE
APPLE INC	COM	037833100	77273	503274	SH	DEFINE
APPLE INC	COM	037833100	172677	1124640	SH	DEFINE
APPLE INC	COM	037833100	77	500	SH	DEFINE
APPLE INC	COM	037833100	461	3000	SH	DEFINE
APPLE INC	COM	037833100	11	70	SH	DEFINE
APPLE INC	COM	037833100	768	5000	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	1822	52600	SH	DEFINE
APPLERA CORP-APPLIED BIOSYSTEMS GR	COM	038020103	873	25200	SH	DEFINE
APPLIED INDUSTRIAL TECHNOLOGIES IN	COM	03820C105	50609	1641550	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	1863	90000	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	3271	158042	SH	DEFINE
APPLIED MATERIALS INC	COM	038222105	612	29550	SH	DEFINE
APTARGROUP INC	COM	038336103	39987	1055900	SH	DEFINE
AQUA AMERICA INC	COM	03836W103	411	18132	SH	DEFINE
AQUILA INC	COM	03840P102	65410	16311838	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AQUILA INC	COM	03840P102	12064	3008410	SH	DEFINE
AQUILA INC	COM	03840P102	841	209710	SH	DEFINE
AQUILA INC	COM	03840P102	49	12140	SH	DEFINE
ARACRUZ CELULOSE SA	COM	038496204	12779	173645	SH	DEFINE
ARBOR REALTY TRUST INC	COM	038923108	16614	879500	SH	DEFINE
ARCELORMITTAL	NY REGISTRY SH	03937E101	2253	28752	SH	DEFINE
ARCH COAL INC	COM	039380100	21563	639100	SH	DEFINE
ARCH COAL INC	COM	039380100	142	4200	SH	DEFINE
ARCHER DANIELS MIDLAND CO	COM	039483102	8316	251396	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	169804	2823478	SH	DEFINE
ARCHSTONE-SMITH TRUST	COM	039583109	2158	35875	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	695	150000	SH	DEFINE
ARIAD PHARMACEUTICALS INC	COM	04033A100	5272	1138600	SH	DEFINE
ARIES MARITIME TRNSPRT LTD	COM	G0474B105	4813	526000	SH	DEFINE
ARLINGTON TANKERS LTD	COM	G04899103	2522	102400	SH	DEFINE
ARMSTRONG WORLD INDUSTRIES INC	COM	04247X102	8513	209738	SH	DEFINE
ARMSTRONG WORLD INDUSTRIES INC	COM	04247X102	50684	1248689	SH	DEFINE
ARQULE INC	COM	04269E107	891	125000	SH	DEFINE
ARQULE INC	COM	04269E107	5474	767700	SH	DEFINE
ARRAY BIOPHARMA INC	COM	04269X105	1195	106400	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	6323	512000	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	14192	1149126	SH	DEFINE
ARRIS GROUP INC	COM	04269Q100	191	15500	SH	DEFINE
ARROW ELECTRONICS INC	COM	042735100	784	18430	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	8126	2690611	SH	DEFINE
ART TECHNOLOGY GROUP INC	COM	04289L107	6664	2206480	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	80164	2767130	SH	DEFINE
ARTHUR J GALLAGHER & CO	COM	363576109	61	2100	SH	DEFINE
ASHLAND INC	COM	044209104	14805	245894	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	75074	2689850	SH	DEFINE
ASPEN INSURANCE HOLDINGS LTD	COM	G05384105	10780	386251	SH	DEFINE
ASSISTED LIVING CONCEPTS INC	COM	04544X102	7625	834200	SH	DEFINE
ASSURANT INC	COM	04621X108	46299	865400	SH	DEFINE
ASSURANT INC	COM	04621X108	120	2252	SH	DEFINE
ASSURANT INC	COM	04621X108	16835	314680	SH	DEFINE
ASTEC INDUSTRIES INC	COM	046224101	10268	178731	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	1	22	SH	DEFINE
ASTRAZENECA PLC	SPONSORED ADR	046353108	752	15017	SH	DEFINE
AT&T INC	COM	00206R102	12660	299220	SH	DEFINE
AT&T INC	COM	00206R102	4697	111018	SH	DEFINE
AT&T INC	COM	00206R102	3385	80000	SH	DEFINE
AT&T INC	COM	00206R102	26705	631173	SH	DEFINE
AT&T INC	COM	00206R102	53076	1254466	SH	DEFINE
AT&T INC	COM	00206R102	1898881	44880182	SH	DEFINE
AT&T INC	COM	00206R102	1576	37255	SH	DEFINE
AT&T INC	COM	00206R102	34892	824671	SH	DEFINE
AT&T INC	COM	00206R102	171	4050	SH	DEFINE
AT&T INC	COM	00206R102	22	516	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	88	2943	SH	DEFINE
ATHEROS COMMUNICATIONS INC	COM	04743P108	35742	1192600	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COM	049079205	17812	490000	SH	DEFINE
ATLANTIC TELE-NETWORK INC	COM	049079205	280	7700	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	44639	1576248	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	18	641	SH	DEFINE
ATMOS ENERGY CORP	COM	049560105	144350	5097100	SH	DEFINE
ATWOOD OCEANICS INC	COM	050095108	27661	361300	SH	DEFINE
AUTODESK INC	COM	052769106	195	3904	SH	DEFINE
AUTODESK INC	COM	052769106	6543	130933	SH	DEFINE
AUTODESK INC	COM	052769106	50094	1002480	SH	DEFINE
AUTODESK INC	COM	052769106	400	8000	SH	DEFINE
AUTODESK INC	COM	052769106	949	19000	SH	DEFINE
AUTOLIV INC	COM	052800109	1217	20373	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

AUTOLIV INC	COM	052800109	2294	38400	SH	DEFINE
AUTOLIV INC	COM	052800109	1065	17823	SH	DEFINE
AUTOLIV INC	COM	052800109	15344	256800	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	62	1350	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	36744	800000	SH	DEFINE
AUTOMATIC DATA PROCESSING INC	COM	053015103	10720	233403	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	50	425	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	335	2835	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	32585	276000	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	2007	17000	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	567	4800	SH	DEFINE
AVALONBAY COMMUNITIES INC	COM	053484101	8327	70528	SH	DEFINE
AVAYA INC	COM	053499109	61186	3607648	SH	DEFINE
AVAYA INC	COM	053499109	9824	579240	SH	DEFINE
AVAYA INC	COM	053499109	88	5185	SH	DEFINE
AVAYA INC	COM	053499109	13739	810100	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	1670	29290	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	41	721	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	26343	462000	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	729	12780	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	882	15470	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	16966	297540	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	217	3800	SH	DEFINE
AVERY DENNISON CORP	COM	053611109	39	680	SH	DEFINE
AVOCENT CORP	COM	053893103	57532	1975700	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	1113	29666	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	904	24100	SH	DEFINE
AVON PRODUCTS INC	COM	054303102	18571	494834	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	37910	849819	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	478	10710	SH	DEFINE
AXA SA	SPONSORED ADR	054536107	981	21980	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COM	G0692U109	1337	34370	SH	DEFINE
AXIS CAPITAL HOLDINGS LTD	COM	G0692U109	8	193	SH	DEFINE
BAIDU.COM	SPONSORED ADR	056752108	29	100	SH	DEFINE
BAIDU.COM	SPONSORED ADR	056752108	15351	53000	SH	DEFINE
BAKER HUGHES INC	COM	057224107	1713	18955	SH	DEFINE
BAKER HUGHES INC	COM	057224107	4753	52600	SH	DEFINE
BALDOR ELECTRIC CO	COM	057741100	1866	46700	SH	DEFINE
BALDOR ELECTRIC CO	COM	057741100	20	500	SH	DEFINE
BALDWIN & LYONS INC	COM	057755209	6234	228264	SH	DEFINE
BALL CORPORATION	COM	058498106	565	10520	SH	DEFINE
BANCO BILBAO VIZCAYA ARGENTARIA SA	SPONSORED ADR	05946K101	7034	302156	SH	DEFINE
BANCO BRADESCO SA	COM	059460303	21048	716636	SH	DEFINE
BANCO BRADESCO SA	COM	059460303	462567	15749654	SH	DEFINE
BANCO LATINOAMERICANO DE EXPORTACI	COM	P16994132	19539	1074762	SH	DEFINE
BANCO MACRO SA	SPONSORED ADR	05961W105	3576	121600	SH	DEFINE
BANCO SANTANDER SA	SPONSORED ADR	05964H105	17498	906145	SH	DEFINE
BANCO SANTANDER SA	SPONSORED ADR	05964H105	724	37484	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	29131	579489	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	34475	685789	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	10442	207727	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	4241	84361	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	24878	494884	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	57945	1152685	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	1286185	25585545	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	1609	32010	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	7090	141042	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	136016	2705719	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	20244	402715	SH	DEFINE
BANK OF AMERICA CORP	COM	060505104	1159	23050	SH	DEFINE
BANK OF HAWAII CORP	COM	062540109	696	13178	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	25263	572339	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BANK OF NEW YORK MELLON CORP	COM	064058100	13568	307384	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	5540	125500	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	22748	515356	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	19420	439966	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	528	11956	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	7750	175585	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	64030	1450611	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	3206	72634	SH	DEFINE
BANK OF NEW YORK MELLON CORP	COM	064058100	583	13214	SH	DEFINE
BANK OF NOVA SCOTIA	COM	064149107	805	15332	SH	DEFINE
BANKUNITED FINANCIAL CORP	COM	06652B103	330	21250	SH	DEFINE
BANKUNITED FINANCIAL CORP	COM	06652B103	6587	423900	SH	DEFINE
BARCLAYS PLC	SPONSORED ADR	06738E204	4224	86882	SH	DEFINE
BARCLAYS PLC	SPONSORED ADR	06738E204	150	3075	SH	DEFINE
BARNES & NOBLES INC	COM	067774109	250	7100	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	584	14499	SH	DEFINE
BARRICK GOLD CORP	COM	067901108	387948	9631289	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COM	070203104	9079	874700	SH	DEFINE
BASSETT FURNITURE INDUSTRIES INC	COM	070203104	10	1000	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	22512	400000	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	2722	48362	SH	DEFINE
BAXTER INTERNATIONAL INC	COM	071813109	2677	47570	SH	DEFINE
BB&T CORP	COM	054937107	276	6840	SH	DEFINE
BBVA BANCO FRANCES SA	SPONSORED ADR	07329M100	26679	2990950	SH	DEFINE
BCE INC	COM	05534B760	692	17276	SH	DEFINE
BCE INC	COM	05534B760	1	18	SH	DEFINE
BCE INC	COM	05534B760	1750	43683	SH	DEFINE
BCE INC	COM	05534B760	10	254	SH	DEFINE
BCE INC	COM	05534B760	982	24526	SH	DEFINE
BEAR STEARNS & CO INC	COM	073902108	71195	579719	SH	DEFINE
BEAR STEARNS & CO INC	COM	073902108	123	1000	SH	DEFINE
BEARINGPOINT INC	COM	074002106	4622	1141250	SH	DEFINE
BEARINGPOINT INC	COM	074002106	1368	337781	SH	DEFINE
BEARINGPOINT INC	COM	074002106	12911	318780	SH	DEFINE
BEARINGPOINT INC	COM	074002106	7679	1896000	SH	DEFINE
BEARINGPOINT INC	COM	074002106	5344	1319618	SH	DEFINE
BEAZER HOMES USA INC	COM	07556Q105	25640	3107840	SH	DEFINE
BECKMAN COULTER INC	COM	075811109	494	6700	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	119622	1457912	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	107	1300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1994	24300	SH	DEFINE
BECTON DICKINSON & CO	COM	075887109	1221	14877	SH	DEFINE
BED BATH & BEYOND INC	COM	075896100	2745	80450	SH	DEFINE
BEMIS COMPANY INC	COM	081437105	117677	4042489	SH	DEFINE
BEMIS COMPANY INC	COM	081437105	10612	364541	SH	DEFINE
BENCHMARK ELECTRONICS INC	COM	08160H101	41251	1728150	SH	DEFINE
BERKLEY W R CORP	COM	084423102	1211	40859	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	481506	4063	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	6044	51	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670108	27257	230	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	1413484	357663	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	20	5	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	24012	6076	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	719	182	SH	DEFINE
BERKSHIRE HATHAWAY INC	COM	084670207	676	171	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	1441	31313	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	24017	521883	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	29951	650819	SH	DEFINE
BEST BUY COMPANY INC	COM	086516101	276	6000	SH	DEFINE
BEST BUY COMPANY INC	SDCV 2.250% 1/10	086516AF8	41570	37920000	PRN	DEFINE
BEVERLY HILLS BANCORP INC	COM	087866109	5380	869088	SH	DEFINE
BFC FINANCIAL CORPORATION	COM	055384200	2920	1000000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BG GROUP PLC	SPONSORED ADR	055434203	7776	92420	SH	DEFINE
BHP BILLITON LTD	SPONSORED ADR	088606108	10348	131650	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	19383	1036520	SH	DEFINE
BIG 5 SPORTING GOODS CORP	COM	08915P101	10704	572400	SH	DEFINE
BIG LOTS INC	COM	089302103	46252	1550000	SH	DEFINE
BILL BARRETT CORP	COM	06846N104	6421	162925	SH	DEFINE
BILL BARRETT CORP	COM	06846N104	3511	89100	SH	DEFINE
BILL BARRETT CORP	COM	06846N104	232132	5890190	SH	DEFINE
BIODEL INC	COM	09064M105	2294	134600	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	26532	400000	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	8209	123767	SH	DEFINE
BIOGEN IDEC INC	COM	09062X103	9845	148422	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	6723	270010	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	COM	09061G101	5769	231700	SH	DEFINE
BIOMARIN PHARMACEUTICAL INC	NOTE	1.875% 4/209061GAD3	23503	17000000	PRN	DEFINE
BIOMED REALTY TRUST INC	COM	09063H107	10850	450200	SH	DEFINE
BIOVAIL CORP	COM	09067J109	360	20700	SH	DEFINE
BJ SERVICES CO	COM	055482103	6	222	SH	DEFINE
BJ SERVICES CO	COM	055482103	7797	293663	SH	DEFINE
BJ'S RESTAURANT INC	COM	09180C106	11253	534600	SH	DEFINE
BLACK & DECKER CORP	COM	091797100	5088	61083	SH	DEFINE
BLACKROCK INC	COM	09247X101	17	100	SH	DEFINE
BLACKROCK INC	COM	09247X101	35629	205460	SH	DEFINE
BLACKROCK MUNIHOLDINGS INSURED FUN	COM	09254A101	160	13000	SH	DEFINE
BLACKROCK NEW YORK INSURED MUNICIPAL	COM	09249U105	538	36750	SH	DEFINE
BLACKSTONE GROUP LP	COM UNIT LTD	09253U108	365	14565	SH	DEFINE
BLADELOGIC INC	COM	09265M102	423	16500	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	8636	1608230	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	0	79	SH	DEFINE
BLOCKBUSTER INC	COM	093679108	3628	675621	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	7395	236790	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	9211	294940	SH	DEFINE
BMC SOFTWARE INC	COM	055921100	345	11060	SH	DEFINE
BOB EVANS FARMS INC	COM	096761101	17432	577600	SH	DEFINE
BOEING CO	COM	097023105	1	12	SH	DEFINE
BOEING CO	COM	097023105	109715	1045000	SH	DEFINE
BOEING CO	COM	097023105	413	3930	SH	DEFINE
BOEING CO	COM	097023105	18654	177674	SH	DEFINE
BOEING CO	COM	097023105	35792	340910	SH	DEFINE
BOEING CO	COM	097023105	115	1100	SH	DEFINE
BOEING CO	COM	097023105	18	170	SH	DEFINE
BOEING CO	COM	097023105	315	3000	SH	DEFINE
BORG WARNER INC	COM	099724106	2221	24265	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	2681	25800	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	24198	232900	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	1787	17200	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	468	4500	SH	DEFINE
BOSTON PROPERTIES INC	COM	101121101	7089	68226	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	712093	51046067	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	44308	3176234	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	2300	164887	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	21621	1549910	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	1488	106693	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	738	52910	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	838	60080	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	6151	440940	SH	DEFINE
BOSTON SCIENTIFIC CORP	COM	101137107	83395	5978144	SH	DEFINE
BOTTOMLINE TECHNOLOGIES INC	COM	101388106	18995	1515950	SH	DEFINE
BOTTOMLINE TECHNOLOGIES INC	COM	101388106	1287	102700	SH	DEFINE
BOWATER INC	COM	102183100	12596	844240	SH	DEFINE
BOWATER INC	COM	102183100	42746	2865000	SH	DEFINE
BOWATER INC	COM	102183100	21432	1436448	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BOWATER INC	COM	102183100	3043	203941	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	12	180	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	29196	421000	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	30445	439000	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	3259	47000	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	30598	441210	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	28953	417495	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	24286	350200	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	8434	121616	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	72079	1039345	SH	DEFINE
BP PLC	SPONSORED ADR	055622104	466093	6720874	SH	DEFINE
BP PRUDHOE BAY ROYALTY TR	COM	055630107	4752	63265	SH	DEFINE
BRADY CORP	COM	104674106	272646	7598822	SH	DEFINE
BRADY CORP	COM	104674106	72	2000	SH	DEFINE
BRANDYWINE REALTY TRUST	COM	105368203	70	2760	SH	DEFINE
BRANDYWINE REALTY TRUST	COM	105368203	12731	503000	SH	DEFINE
BRE PROPERTIES INC	COM	05564E106	1175	21007	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	29151	1157700	SH	DEFINE
BRIGGS & STRATTON CORP	COM	109043109	9	365	SH	DEFINE
BRINKS COMPANY	COM	109696104	221	3950	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	500994	17383560	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	40802	1415751	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	191863	6657287	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2640	91615	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	25858	897241	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	21025	729542	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	417890	14500000	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2273	78860	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	2665	92464	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	133715	4639672	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	94	3270	SH	DEFINE
BRISTOL MYERS SQUIBB CO	COM	110122108	231	8000	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	2077	47520	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	13261	303390	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	81259	1859050	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	614	14055	SH	DEFINE
BRISTOW GROUP INC	COM	110394103	4937	112940	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	9066	125950	SH	DEFINE
BRITISH AMERICAN TOBACCO PLC	SPONSORED ADR	110448107	22	305	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	SPONSORED ADR	111013108	26177	458762	SH	DEFINE
BRITISH SKY BROADCASTING GROUP PLC	SPONSORED ADR	111013108	3	51	SH	DEFINE
BROADCOM CORP	COM	111320107	978	26827	SH	DEFINE
BROADRIDGE FINANCIAL SOLUTIONS LLC	COM	11133T103	3790	200000	SH	DEFINE
BROADRIDGE FINANCIAL SOLUTIONS LLC	COM	11133T103	746	39384	SH	DEFINE
BROCADE COMMUNICATIONS SYSTEMS INC	COM	111621306	2	272	SH	DEFINE
BROCADE COMMUNICATIONS SYSTEMS INC	COM	111621306	3527	412000	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COM	112463104	171	4300	SH	DEFINE
BROOKDALE SENIOR LIVING INC	COM	112463104	2283	57350	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	26	677	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	40	1035	SH	DEFINE
BROOKFIELD ASSET MANAGEMENT	COM	112585104	809	21025	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	48	1929	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	1927	77400	SH	DEFINE
BROOKFIELD PROPERTIES CORP	COM	112900105	11470	460640	SH	DEFINE
BROWN & BROWN INC	COM	115236101	17298	657700	SH	DEFINE
BROWN FORMAN CORP	COM	115637100	52394	671720	SH	DEFINE
BROWN FORMAN CORP	COM	115637209	116427	1554230	SH	DEFINE
BROWN FORMAN CORP	COM	115637209	225	3000	SH	DEFINE
BROWN SHOE CO INC	COM	115736100	45799	2360781	SH	DEFINE
BRUNSWICK CORP	COM	117043109	41626	1820900	SH	DEFINE
BUCKEYE PARTNERS LP	UNIT LTD PARTN	118230101	316	6460	SH	DEFINE
BUNGE LTD	COM	G16962105	126096	1173534	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

BUNGE LTD	COM	G16962105	8	73	SH	DEFINE
BUNGE LTD	COM	G16962105	2149	20000	SH	DEFINE
BUNGE LTD	COM	G16962105	20995	195390	SH	DEFINE
BUNGE LTD	COM	G16962105	19392	180479	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	46267	570000	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	41192	507476	SH	DEFINE
BURLINGTON NORTHERN SANTA FE CORP	COM	12189T104	244	3000	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	2510	46232	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	1729	31850	SH	DEFINE
C H ROBINSON WORLDWIDE INC	COM	12541W209	196799	3624950	SH	DEFINE
C R BARD INC	COM	067383109	2592	29392	SH	DEFINE
C R BARD INC	COM	067383109	1494	16942	SH	DEFINE
C R BARD INC	COM	067383109	141261	1601775	SH	DEFINE
CA, INC.	COM	12673P105	315	12237	SH	DEFINE
CABLEVISION SYSTEMS CORP	COM	12686C109	132470	3791358	SH	DEFINE
CABLEVISION SYSTEMS CORP	COM	12686C109	28	800	SH	DEFINE
CABOT CORP	COM	127055101	32165	905300	SH	DEFINE
CABOT CORP	COM	127055101	8722	245477	SH	DEFINE
CABOT CORP	COM	127055101	390	10967	SH	DEFINE
CADBURY SCHWEPPEES PLC	SPONSORED ADR	127209302	81	1750	SH	DEFINE
CADBURY SCHWEPPEES PLC	SPONSORED ADR	127209302	18507	397830	SH	DEFINE
CADBURY SCHWEPPEES PLC	SPONSORED ADR	127209302	258	5540	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	487283	21959557	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	18499	833669	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	4460	200998	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	1350	60830	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	22	1000	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	2332	105086	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	3879	174792	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	80262	3617044	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	1480	66680	SH	DEFINE
CADENCE DESIGN SYS INC	COM	127387108	1461	65852	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	805	57500	SH	DEFINE
CADENCE PHARMACEUTICALS INC	COM	12738T100	12105	864660	SH	DEFINE
CAE INC	COM	124765108	32233	2400040	SH	DEFINE
CALIFORNIA PIZZA KITCHEN INC	COM	13054D109	20390	1160524	SH	DEFINE
CALIFORNIA WATER SERVICE GROUP	COM	130788102	15396	400000	SH	DEFINE
CAMDEN PROPERTY TRUST	COM	133131102	230	3574	SH	DEFINE
CAMDEN PROPERTY TRUST	COM	133131102	17900	278600	SH	DEFINE
CAMDEN PROPERTY TRUST	COM	133131102	1356	21100	SH	DEFINE
CAMDEN PROPERTY TRUST	COM	133131102	347	5400	SH	DEFINE
CAMDEN PROPERTY TRUST	COM	133131102	5545	86300	SH	DEFINE
CAMECO CORP	COM	13321L108	18310	395973	SH	DEFINE
CAMECO CORP	COM	13321L108	1387	30000	SH	DEFINE
CAMECO CORP	COM	13321L108	231	5000	SH	DEFINE
CAMECO CORP	COM	13321L108	555	12000	SH	DEFINE
CAMERON INTERNATIONAL CORP	COM	13342B105	240	2600	SH	DEFINE
CAMPBELL SOUP CO	COM	134429109	925	24994	SH	DEFINE
CANADIAN IMPERIAL BANK OF COMMERCE	COM	136069101	298	2982	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	186	3267	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	10893	191102	SH	DEFINE
CANADIAN NATIONAL RAILWAY CO	COM	136375102	37040	649830	SH	DEFINE
CANON INC	SPONSORED ADR	138006309	7245	133453	SH	DEFINE
CANON INC	SPONSORED ADR	138006309	15638	288042	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	1	14	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	1993	30000	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	7120	107184	SH	DEFINE
CAPITAL ONE FINANCIAL CORP	COM	14040H105	18739	282088	SH	DEFINE
CAPITAL TRUST- CL A- REIT	COM	14052H506	46	1283	SH	DEFINE
CAPITAL TRUST- CL A- REIT	COM	14052H506	4363	122900	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	4075	201344	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	718	35481	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CAPITALSOURCE INC	COM	14055X102	7580	374511	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	206938	10224218	SH	DEFINE
CAPITALSOURCE INC	COM	14055X102	243	11987	SH	DEFINE
CAPITALSOURCE INC	DBCV	4.000% 7/114055XAE2	5132058	48935000	PRN	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	18759	300000	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	1194	19100	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	1575	25195	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	365	5830	SH	DEFINE
CARDINAL HEALTH INC	COM	14149Y108	4613	73777	SH	DEFINE
CARDIOME PHARMA CORP	COM	14159U202	1180	125000	SH	DEFINE
CARDIOME PHARMA CORP	COM	14159U202	5200	550828	SH	DEFINE
CAREER EDUCATION CORP	COM	141665109	446	15926	SH	DEFINE
CARLISLE COMPANIES INC	COM	142339100	326860	6725524	SH	DEFINE
CARLISLE COMPANIES INC	COM	142339100	24	500	SH	DEFINE
CARNIVAL CORP	COM	143658300	15341	316770	SH	DEFINE
CARNIVAL CORP	COM	143658300	3258	67278	SH	DEFINE
CARNIVAL CORP	COM	143658300	27363	565000	SH	DEFINE
CARNIVAL CORP	COM	143658300	2912	60121	SH	DEFINE
CARNIVAL CORP	COM	143658300	1302	26890	SH	DEFINE
CARNIVAL CORP	COM	143658300	73538	1518446	SH	DEFINE
CARNIVAL CORP	COM	143658300	5326	109970	SH	DEFINE
CARNIVAL CORP	COM	143658300	118375	2444244	SH	DEFINE
CARNIVAL CORP	DBCV	2.000% 4/1143658AN2	22703	18000000	PRN	DEFINE
CASELLA WASTE SYSTEMS INC	COM	147448104	17239	1374738	SH	DEFINE
CASEYS GENERAL STORES INC	COM	147528103	54375	1963000	SH	DEFINE
CATERPILLAR INC	COM	149123101	2472	31522	SH	DEFINE
CATERPILLAR INC	COM	149123101	2030	25885	SH	DEFINE
CATERPILLAR INC	COM	149123101	16047	204600	SH	DEFINE
CATERPILLAR INC	COM	149123101	45307	577680	SH	DEFINE
CATERPILLAR INC	COM	149123101	86	1100	SH	DEFINE
CATERPILLAR INC	COM	149123101	14	180	SH	DEFINE
CATO CORP	COM	149205106	9198	450000	SH	DEFINE
CAVALIER HOMES INC	COM	149507105	1382	432000	SH	DEFINE
CB RICHARD ELLIS GROUP INC	COM	12497T101	287	10300	SH	DEFINE
CBL & ASSOCIATES PROPERTIES INC	COM	124830100	6109	174300	SH	DEFINE
CBS CORP	COM	124857103	3151	100000	SH	DEFINE
CBS CORP	COM	124857103	227	7209	SH	DEFINE
CBS CORP	COM	124857202	1575	50000	SH	DEFINE
CBS CORP	COM	124857202	2928	92957	SH	DEFINE
CEDAR FAIR LP	DEPOSITRY UNIT	150185106	1044	43775	SH	DEFINE
CELANESE CORP	COM	150870103	2857	73300	SH	DEFINE
CELANESE CORP	PFD	4.25% CONV 150870202	18984	375000	SH	DEFINE
CELESTICA INC	COM	15101Q108	2101	343812	SH	DEFINE
CELGENE CORP	COM	151020104	214	2997	SH	DEFINE
CELGENE CORP	COM	151020104	1783	25000	SH	DEFINE
CELGENE CORP	COM	151020104	55711	781255	SH	DEFINE
CELGENE CORP	COM	151020104	141719	1987360	SH	DEFINE
CELGENE CORP	COM	151020104	357	5000	SH	DEFINE
CELGENE CORP	COM	151020104	1212	17000	SH	DEFINE
CELGENE CORP	NOTE	1.750% 6/0151020AC8	14731	2500000	PRN	DEFINE
CELLCOM ISRAEL LTD	COM	M2196U109	1936	79600	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	2316	77400	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	2939	98214	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	22101	738683	SH	DEFINE
CEMEX SAB	SPONSORED ADR	151290889	123	4098	SH	DEFINE
CENTENNIAL BANK HOLDINGS INC	COM	151345303	68913	10767601	SH	DEFINE
CENTERLINE HOLDING CO	SH BEN INT	15188T108	7443	484900	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	71	4400	SH	DEFINE
CENTERPOINT ENERGY INC	COM	15189T107	132674	8276600	SH	DEFINE
CENTERPOINT ENERGY INC	NOTE	3.750% 5/115189TAM9	14488	10000000	PRN	DEFINE
CENTRAL GARDEN & PET CO	COM	153527106	583	65500	SH	DEFINE
CENTRAL GARDEN & PET CO	COM	153527205	2033	226400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CENTRAL GARDEN & PET CO	COM	153527205	72	8000	SH	DEFINE
CENTURYTEL INC	COM	156700106	698	15093	SH	DEFINE
CEPHALON INC	COM	156708109	5187	71000	SH	DEFINE
CERIDIAN CORP	COM	156779100	3807	109589	SH	DEFINE
CERIDIAN CORP	COM	156779100	177	5100	SH	DEFINE
CERNER CORP	COM	156782104	1884	31505	SH	DEFINE
CERNER CORP	COM	156782104	228	3815	SH	DEFINE
CERNER CORP	COM	156782104	96068	1606220	SH	DEFINE
CHAMPPS ENTERTAINMENT INC	COM	158787101	5106	920000	SH	DEFINE
CHARLES SCHWAB CORP	COM	808513105	1207	55880	SH	DEFINE
CHARMING SHOPPES INC	COM	161133103	37170	4425000	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	433041	17197804	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	319115	12673335	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	26545	1054219	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	41952	1666100	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	65	2600	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	6494	257916	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	3898	154810	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	4287	170260	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	7300	289903	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	150	5960	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	5039	200110	SH	DEFINE
CHECK POINT SOFTWARE TECHNOLOGIES	COM	M22465104	1015	40310	SH	DEFINE
CHECKFREE CORP	COM	162813109	129421	2780865	SH	DEFINE
CHECKPOINT SYSTEMS INC	COM	162825103	280	10600	SH	DEFINE
CHEMICAL FINL CORP	COM	163731102	36344	1498709	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	4434	125750	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	1785	50611	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	478	13570	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	10007	283799	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	37591	1066115	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	155	4400	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	25	720	SH	DEFINE
CHESAPEAKE ENERGY CORP	COM	165167107	247	7000	SH	DEFINE
CHESAPEAKE ENERGY CORP	6.25% PFD CONV	165167818	268690	947870	SH	DEFINE
CHESAPEAKE ENERGY CORP	PFD CONV	165167842	1135	11350	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	240544	2570460	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	5358	57260	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	5942	63500	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	32370	345902	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	55420	592220	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	511385	5464679	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	498	5320	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	9883	105610	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	162083	1732030	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	19495	208320	SH	DEFINE
CHEVRON CORPORATION	COM	166764100	2270	24260	SH	DEFINE
CHICO'S FAS INC	COM	168615102	321101	22854151	SH	DEFINE
CHICO'S FAS INC	COM	168615102	27382	1948921	SH	DEFINE
CHICO'S FAS INC	COM	168615102	1015	72245	SH	DEFINE
CHICO'S FAS INC	COM	168615102	2776	197550	SH	DEFINE
CHICO'S FAS INC	COM	168615102	762	54270	SH	DEFINE
CHICO'S FAS INC	COM	168615102	31897	2270260	SH	DEFINE
CHICO'S FAS INC	COM	168615102	7963	566730	SH	DEFINE
CHICO'S FAS INC	COM	168615102	448	31860	SH	DEFINE
CHINA LIFE INSURANCE CO LTD	SPONSORED ADR	16939P106	2886	33471	SH	DEFINE
CHINA MOBILE LTD	SPONSORED ADR	16941M109	8	93	SH	DEFINE
CHINA MOBILE LTD	SPONSORED ADR	16941M109	7045	85875	SH	DEFINE
CHINA MOBILE LTD	SPONSORED ADR	16941M109	26400	321800	SH	DEFINE
CHINA SOUTHERN AIRLINES CO LTD	SPONSORED ADR	169409109	5402	70150	SH	DEFINE
CHINA TELECOM CORP LTD	SPONSORED ADR	169426103	11734	153405	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656105	16528	139910	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CHIPOTLE MEXICAN GRILL	COM	169656204	1655	15465	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656204	112	1045	SH	DEFINE
CHIPOTLE MEXICAN GRILL	COM	169656204	162365	1517430	SH	DEFINE
CHIQUITA BRANDS INTERNATIONAL INC	COM	170032809	12822	810000	SH	DEFINE
CHOICEPOINT INC	COM	170388102	6067	160000	SH	DEFINE
CHOICEPOINT INC	COM	170388102	80	2097	SH	DEFINE
CHRISTOPHER & BANKS CORP	COM	171046105	30412	2509200	SH	DEFINE
CHROMCRAFT REVINGTON INC	COM	171117104	942	200000	SH	DEFINE
CHUBB CORP	COM	171232101	7622	142100	SH	DEFINE
CHUBB CORP	COM	171232101	54	1000	SH	DEFINE
CHUBB CORP	COM	171232101	14638	272889	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	409579	22163359	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	199477	10794184	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	101137	5472771	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	6556	354735	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	39027	2111829	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	3628	196306	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	5435	294105	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	1379	74602	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	69	3760	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	132	7152	SH	DEFINE
CHUNGHWA TELECOM CO LTD	SPONSORED ADR	17133Q205	207	11220	SH	DEFINE
CHURCH & DWIGHT CO INC	COM	171340102	1173	24940	SH	DEFINE
CIA ENERGETICA DE MINAS GERAIS (CE	COM	204409601	1711	80200	SH	DEFINE
CIA VALE DO RIO DOCE	COM	204412100	333099	11708228	SH	DEFINE
CIA VALE DO RIO DOCE	COM	204412100	142287	5001292	SH	DEFINE
CIA VALE DO RIO DOCE	COM	204412100	20	710	SH	DEFINE
CIA VALE DO RIO DOCE	COM	204412100	170472	5991996	SH	DEFINE
CIA VALE DO RIO DOCE	COM	204412100	114	4000	SH	DEFINE
CIA VALE DO RIO DOCE	COM	204412100	9775	343600	SH	DEFINE
CIA VALE DO RIO DOCE	COM	204412100	1543727	54261046	SH	DEFINE
CIA VALE DO RIO DOCE	COM	204412100	5005	175940	SH	DEFINE
CIA VALE DO RIO DOCE	COM	204412100	16179	568696	SH	DEFINE
CIA VALE DO RIO DOCE	COM	204412100	1828	64252	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	61975	1826540	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	11327	333820	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	2619	77200	SH	DEFINE
CIA VALE DO RIO DOCE	SPONSORED ADR	204412209	578	17030	SH	DEFINE
CIGNA CORP	COM	125509109	4614	86580	SH	DEFINE
CIGNA CORP	COM	125509109	5036	94500	SH	DEFINE
CIGNA CORP	COM	125509109	2547	47803	SH	DEFINE
CIGNA CORP	COM	125509109	856	16065	SH	DEFINE
CINCINNATI FINANCIAL CORP	COM	172062101	944	21800	SH	DEFINE
CINTAS CORP	COM	172908105	97439	2626378	SH	DEFINE
CINTAS CORP	COM	172908105	664	17900	SH	DEFINE
CIRCOR INTERNATIONAL INC	COM	17273K109	49479	1089610	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	54300	1640000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	465	14056	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	51155	1545000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	1112	33584	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	98485	2974471	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	204593	6179200	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	368	11100	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	265	8000	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	59	1770	SH	DEFINE
CISCO SYSTEMS INC	COM	17275R102	762	23000	SH	DEFINE
CIT GROUP INC	COM	125581108	89964	2237900	SH	DEFINE
CIT GROUP INC	COM	125581108	1234	30700	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	1	230	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	361	86779	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	0	3	SH	DEFINE
CITADEL BROADCASTING CORP	COM	17285T106	2205	529958	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CITADEL BROADCASTING CORP	COM	17285T106	305	73298	SH	DEFINE
CITIGROUP INC	COM	172967101	10509	225169	SH	DEFINE
CITIGROUP INC	COM	172967101	508318	10891755	SH	DEFINE
CITIGROUP INC	COM	172967101	4186	89704	SH	DEFINE
CITIGROUP INC	COM	172967101	16895	362019	SH	DEFINE
CITIGROUP INC	COM	172967101	83024	1778954	SH	DEFINE
CITIGROUP INC	COM	172967101	260653	5585020	SH	DEFINE
CITIGROUP INC	COM	172967101	280	6000	SH	DEFINE
CITIGROUP INC	COM	172967101	42	910	SH	DEFINE
CITIGROUP INC	COM	172967101	280	6000	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	7622	532281	SH	DEFINE
CITIZENS COMMUNICATIONS CO	COM	17453B101	243	17000	SH	DEFINE
CITRIX SYSTEMS INC	COM	177376100	540	13400	SH	DEFINE
CITRIX SYSTEMS INC	COM	177376100	536	13300	SH	DEFINE
CLARCOR INC	COM	179895107	11285	329887	SH	DEFINE
CLAYTON HOLDINGS INC	COM	18418N107	11749	1466795	SH	DEFINE
CLAYTON HOLDINGS INC	COM	18418N107	307	38300	SH	DEFINE
CLAYTON HOLDINGS INC	COM	18418N107	15497	1934761	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	7161	160850	SH	DEFINE
CLEAN HARBORS INC	COM	184496107	267	6000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	18720	500000	SH	DEFINE
CLEAR CHANNEL COMMUNICATIONS INC	COM	184502102	34	912	SH	DEFINE
CLEARWIRE CORP	COM	185385309	1703	69700	SH	DEFINE
CLECO CORP	COM	12561W105	25270	1000000	SH	DEFINE
CLOROX CO	COM	189054109	2	25	SH	DEFINE
CLOROX CO	COM	189054109	673	11030	SH	DEFINE
CLOROX CO	COM	189054109	4903	80393	SH	DEFINE
CLOROX CO	COM	189054109	13937	228510	SH	DEFINE
CLOROX CO	COM	189054109	177	2900	SH	DEFINE
CLOROX CO	COM	189054109	33	540	SH	DEFINE
CME GROUP INC	COM	12572Q105	335	570	SH	DEFINE
CME GROUP INC	COM	12572Q105	910	1550	SH	DEFINE
CME GROUP INC	COM	12572Q105	64438	109710	SH	DEFINE
CMS ENERGY CORP	COM	125896100	2068	122920	SH	DEFINE
CMS ENERGY CORP	NOTE	2.875%12/0125896AW0	7772	6000000	PRN	DEFINE
CNH GLOBAL NV	COM	N20935206	110709	1822678	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	2430	14600	SH	DEFINE
CNOOC LTD	SPONSORED ADR	126132109	31	185	SH	DEFINE
COACH INC	COM	189754104	24633	521109	SH	DEFINE
COAST DISTRIBUTION SYSTEM INC	COM	190345108	428	66800	SH	DEFINE
COAST FINANCIAL HOLDINGS INC	COM	190354100	1341	527780	SH	DEFINE
COBRA ELECTRS CORP	COM	191042100	2224	330000	SH	DEFINE
COCA-COLA CO	COM	191216100	2377	41359	SH	DEFINE
COCA-COLA CO	COM	191216100	2260	39320	SH	DEFINE
COCA-COLA CO	COM	191216100	28940	503559	SH	DEFINE
COCA-COLA CO	COM	191216100	44169	768560	SH	DEFINE
COCA-COLA CO	COM	191216100	144	2500	SH	DEFINE
COCA-COLA CO	COM	191216100	25	430	SH	DEFINE
COCA-COLA ENTERPRISES INC	COM	191219104	321937	13292192	SH	DEFINE
COCA-COLA ENTERPRISES INC	COM	191219104	13	540	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COM	192446102	2188	27426	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COM	192446102	17192	215525	SH	DEFINE
COGNIZANT TECHNOLOGY SOLUTIONS CORP	COM	192446102	196754	2466511	SH	DEFINE
COGNOS INC	COM	19244C109	1410	33950	SH	DEFINE
COHERENT INC	COM	192479103	14100	439516	SH	DEFINE
COHERENT INC	COM	192479103	19	600	SH	DEFINE
COHU INC	COM	192576106	40663	2168700	SH	DEFINE
COINSTAR INC	COM	19259P300	14936	464280	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	432	6064	SH	DEFINE
COLGATE-PALMOLIVE CO	COM	194162103	15077	211393	SH	DEFINE
COLLAGENEX PHARMACEUTICALS INC	COM	19419B100	2397	266900	SH	DEFINE
COMCAST CORP	COM	20030N101	6770	280000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

COMCAST CORP	COM	20030N101	2096	86666	SH	DEFINE
COMCAST CORP	COM	20030N101	883	36500	SH	DEFINE
COMCAST CORP	COM	20030N200	762803	31836519	SH	DEFINE
COMCAST CORP	COM	20030N200	48316	2016538	SH	DEFINE
COMCAST CORP	COM	20030N200	319865	13349945	SH	DEFINE
COMCAST CORP	COM	20030N200	2822	117764	SH	DEFINE
COMCAST CORP	COM	20030N200	1556	64929	SH	DEFINE
COMCAST CORP	COM	20030N200	1198	50000	SH	DEFINE
COMCAST CORP	COM	20030N200	1491	62220	SH	DEFINE
COMCAST CORP	COM	20030N200	35446	1479372	SH	DEFINE
COMCAST CORP	COM	20030N200	184	7670	SH	DEFINE
COMCAST CORP	COM	20030N200	10063	420010	SH	DEFINE
COMCAST CORP	COM	20030N200	483	20160	SH	DEFINE
COMERICA INC	COM	200340107	286	5583	SH	DEFINE
COMMERCE BANCORP INC	COM	200519106	4014	103510	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	285842	9091655	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	3	80	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	222	7050	SH	DEFINE
COMMUNITY HEALTH SYSTEMS INC	COM	203668108	19658	625251	SH	DEFINE
COMPANHIA PARANAENSE DE ENERGIA-CO	COM	20441B407	93531	5864029	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	1093	15500	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	7225	102450	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	1410	20000	SH	DEFINE
COMPANHIA SIDERURGICA NACIONAL SID	SPONSORED ADR	20440W105	30324	430000	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	61588	1288986	SH	DEFINE
COMPANIA DE MINAS BUENAVENTURA SA	SPONSORED ADR	204448104	45043	942712	SH	DEFINE
COMPUTER PROGRAMS & SYS INC	COM	205306103	10541	399900	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	55900	1000000	SH	DEFINE
COMPUTER SCIENCES CORP	COM	205363104	2204	39433	SH	DEFINE
CON-WAY INC	COM	205944101	3276	71210	SH	DEFINE
CONAGRA FOODS INC	COM	205887102	351	13445	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	36	1136	SH	DEFINE
CONCUR TECHNOLOGIES INC	COM	206708109	23191	735740	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	8031	91500	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	4067	46338	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	3072	35000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	19717	224649	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	56516	643909	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	712517	8118000	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	184	2100	SH	DEFINE
CONOCOPHILLIPS	COM	20825C104	31	350	SH	DEFINE
CONSECO INC	COM	208464883	181493	11343323	SH	DEFINE
CONSECO INC	COM	208464883	6015	375955	SH	DEFINE
CONSOL ENERGY INC	COM	20854P109	32396	695200	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	1729	37336	SH	DEFINE
CONSOLIDATED EDISON INC	COM	209115104	574120	12400000	SH	DEFINE
CONSTELLATION BRANDS INC	COM	21036P108	4630	191245	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	588716	6862294	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	3	33	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	687	8008	SH	DEFINE
CONSTELLATION ENERGY GROUP	COM	210371100	56192	655000	SH	DEFINE
CONTINENTAL AIRLINES INC	COM	210795308	16515	500000	SH	DEFINE
CONTINENTAL MATERIAL CORP	COM	211615307	3117	109000	SH	DEFINE
CONVERGYS CORP	COM	212485106	11288	650230	SH	DEFINE
CONVERGYS CORP	COM	212485106	11022	634930	SH	DEFINE
COOPER COS INC	COM	216648402	24707	471320	SH	DEFINE
COOPER COS INC	COM	216648402	1275	24330	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	28719	1805110	SH	DEFINE
CORINTHIAN COLLEGES INC	COM	218868107	3658	229928	SH	DEFINE
CORN PRODUCTS INTL INC	COM	219023108	121619	2651395	SH	DEFINE
CORN PRODUCTS INTL INC	COM	219023108	1491	32496	SH	DEFINE
CORNING INC	COM	219350105	68341	2772435	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CORNING INC	COM	219350105	3923	159140	SH	DEFINE
CORNING INC	COM	219350105	247	10000	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COM	21988R102	30	400	SH	DEFINE
CORPORATE EXECUTIVE BOARD CO	COM	21988R102	3853	51900	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	COM	22002T108	70	1674	SH	DEFINE
CORPORATE OFFICE PROPERTIES TRUST	COM	22002T108	11623	279200	SH	DEFINE
CORUS BANKSHARES INC	COM	220873103	37912	2911800	SH	DEFINE
COSAN LTD	COM	G25343107	4572	354400	SH	DEFINE
COSI INC	COM	22122P101	969	280000	SH	DEFINE
COST PLUS INC	COM	221485105	11764	2926460	SH	DEFINE
COSTAR GROUP INC	COM	22160N109	13058	244300	SH	DEFINE
COSTCO WHOLESALE CORP	COM	22160K105	31975	521017	SH	DEFINE
COSTCO WHOLESALE CORP	COM	22160K105	307	5000	SH	DEFINE
COUNTRYWIDE FINANCIAL CORP	COM	222372104	532	28000	SH	DEFINE
COURIER CORP	COM	222660102	7042	200000	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	47	1601	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	244	8300	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	3779	128700	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	217	7400	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	56	1900	SH	DEFINE
COUSINS PROPERTIES INC	COM	222795106	954	32500	SH	DEFINE
COVANCE INC	COM	222816100	985	12638	SH	DEFINE
COVANCE INC	COM	222816100	9989	128230	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1213	19495	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	1173	18861	SH	DEFINE
COVENTRY HEALTH CARE INC	COM	222862104	92651	1489326	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	394831	9514004	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	21799	525270	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	287482	6927269	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1378	33196	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	16082	387513	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	9289	223826	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	848	20431	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	1484	35750	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	918	22110	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	6624	159619	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	52171	1257137	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	30	712	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	8607	207403	SH	DEFINE
COVIDIEN LTD	COM	G2552X108	601	14491	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	16526	244100	SH	DEFINE
CREDICORP LTD	COM	G2519Y108	53916	796400	SH	DEFINE
CREDIT SUISSE GROUP	SPONSORED ADR	225401108	3957	59660	SH	DEFINE
CREE INC	COM	225447101	697	22400	SH	DEFINE
CRITICAL THERAPEUTICS INC	COM	22674T105	966	536795	SH	DEFINE
CROCS INC	COM	227046109	8620	128175	SH	DEFINE
CROCS INC	COM	227046109	3875	57628	SH	DEFINE
CROSSTEX ENERGY INC	COM	22765Y104	28698	757000	SH	DEFINE
CROSSTEX ENERGY INC	COM	22765Y104	557	14700	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	1892	46559	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	115537	2843648	SH	DEFINE
CROWN CASTLE INTERNATIONAL CORP	COM	228227104	98	2400	SH	DEFINE
CSX CORP	COM	126408103	773	18086	SH	DEFINE
CTC MEDIA INC	COM	12642X106	68751	3130749	SH	DEFINE
CTRIIP.COM INTERNATIONAL LTD	SPONSORED ADR	22943F100	1081	20860	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	1	26	SH	DEFINE
CULLEN FROST BANKERS INC	COM	229899109	332	6632	SH	DEFINE
CUMMINS INC	COM	231021106	393	3075	SH	DEFINE
CURRENCYSHARES EURO TRUST	COM	23130C108	1307	9139	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	644630	16266208	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	276	6955	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	5005	126293	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

CVS CAREMARK CORP	COM	126650100	584	14740	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	19407	489694	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	90600	2286149	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	182	4600	SH	DEFINE
CVS CAREMARK CORP	COM	126650100	30	760	SH	DEFINE
CYBERSOURCE CORP	COM	23251J106	401	34300	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	342	25000	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	40	2953	SH	DEFINE
CYPRESS BIOSCIENCE INC	COM	232674507	3145	229700	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	8544	124934	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	509	7440	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	3118	45590	SH	DEFINE
CYTEC INDUSTRIES INC	COM	232820100	8275	121000	SH	DEFINE
CYTRX CORP	COM	232828301	311	89800	SH	DEFINE
CYTYC CORP	COM	232946103	5	105	SH	DEFINE
CYTYC CORP	COM	232946103	73973	1552430	SH	DEFINE
D R HORTON INC	COM	23331A109	36962	2885400	SH	DEFINE
D R HORTON INC	COM	23331A109	1348	105255	SH	DEFINE
D R HORTON INC	COM	23331A109	2178	170000	SH	DEFINE
D R HORTON INC	COM	23331A109	498	38853	SH	DEFINE
D R HORTON INC	COM	23331A109	333	25993	SH	DEFINE
DADE BEHRING HLDGS INC	COM	23342J206	180136	2359343	SH	DEFINE
DAIMLERCHRYSLER AG	COM	D1668R123	2	24	SH	DEFINE
DAIMLERCHRYSLER AG	COM	D1668R123	4238	42300	SH	DEFINE
DANAHER CORP	COM	235851102	190	2297	SH	DEFINE
DANAHER CORP	COM	235851102	39903	482450	SH	DEFINE
DANAHER CORP	COM	235851102	62951	761100	SH	DEFINE
DANAHER CORP	COM	235851102	372	4500	SH	DEFINE
DANAHER CORP	COM	235851102	993	12000	SH	DEFINE
DATA DOMAIN INC	COM	23767P109	514	16600	SH	DEFINE
DAVITA INC	COM	23918K108	2304	36470	SH	DEFINE
DEALERTRACK HOLDINGS INC	COM	242309102	10805	258000	SH	DEFINE
DEAN FOODS INC	COM	242370104	2681	104800	SH	DEFINE
DEAN FOODS INC	COM	242370104	265	10352	SH	DEFINE
DEERE & CO	COM	244199105	3036	20454	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	4	357	SH	DEFINE
DEL MONTE FOODS CO	COM	24522P103	713	67951	SH	DEFINE
DELL INC	COM	24702R101	593935	21519367	SH	DEFINE
DELL INC	COM	24702R101	1	36	SH	DEFINE
DELL INC	COM	24702R101	13800	500000	SH	DEFINE
DELL INC	COM	24702R101	553	20040	SH	DEFINE
DELL INC	COM	24702R101	4655	168651	SH	DEFINE
DELL INC	COM	24702R101	36331	1316330	SH	DEFINE
DELL INC	COM	24702R101	152	5500	SH	DEFINE
DELL INC	COM	24702R101	26	960	SH	DEFINE
DELTA APPAREL INC	COM	247368103	11628	680000	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COM	249030107	146	3500	SH	DEFINE
DENTSPLY INTERNATIONAL INC	COM	249030107	1741	41800	SH	DEFINE
DEUTSCHE BANK AG	COM	D18190898	565	4400	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	3378	40600	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	88	1060	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	4160	50000	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	486	5840	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	25592	307595	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	83089	998660	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	175	2100	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	30	360	SH	DEFINE
DEVON ENERGY CORP	COM	25179M103	250	3000	SH	DEFINE
DEVON ENERGY CORP	DEB	4.900% 8/125179MAA1	98	56000	PRN	DEFINE
DEXCOM INC	COM	252131107	13751	1376500	SH	DEFINE
DIAGEO PLC	SPONSORED ADR	25243Q205	1662	18944	SH	DEFINE
DIAGEO PLC	SPONSORED ADR	25243Q205	14175	161574	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DIAGEO PLC	SPONSORED ADR	25243Q205	17203	196092	SH	DEFINE
DIAGEO PLC	SPONSORED ADR	25243Q205	17292	197100	SH	DEFINE
DIAMOND OFFSHORE DRILLING INC	COM	25271C102	555	4900	SH	DEFINE
DIAMONDS TRUST	COM	252787106	245	1760	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	2323	34589	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	7700	114670	SH	DEFINE
DICKS SPORTING GOODS INC	COM	253393102	135993	2025210	SH	DEFINE
DIEBOLD INC	COM	253651103	11296	248700	SH	DEFINE
DIEBOLD INC	COM	253651103	86	1900	SH	DEFINE
DIEBOLD INC	COM	253651103	302	6650	SH	DEFINE
DIGI INTERNATIONAL INC	COM	253798102	2752	193263	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	50	1260	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	2379	60400	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	19534	495900	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	378	9600	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	79	2000	SH	DEFINE
DIGITAL REALTY TRUST INC	COM	253868103	1259	31954	SH	DEFINE
DILLARDS INC	COM	254067101	18654	854500	SH	DEFINE
DILLARDS INC	COM	254067101	68	3109	SH	DEFINE
DIME BANCORP INC	*W EXP 99/99/999	25429Q110	6	23510	SH	DEFINE
DIODES INC	COM	254543101	6409	199650	SH	DEFINE
DIONEX CORP	COM	254546104	19865	250000	SH	DEFINE
DIONEX CORP	COM	254546104	48	600	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	118765	4891470	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	50611	2084460	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	3729	153592	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	7073	291304	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	583	24009	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	2083	85783	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	5362	220840	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	26402	1087395	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	139	5710	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	10435	429791	SH	DEFINE
DIRECTV GROUP INC	COM	25459L106	861	35469	SH	DEFINE
DISCOVER FINANCIAL SERVICES	COM	254709108	369	17750	SH	DEFINE
DISCOVER FINANCIAL SERVICES	COM	254709108	1702	81827	SH	DEFINE
DISCOVER FINANCIAL SERVICES	COM	254709108	584	28081	SH	DEFINE
DISCOVER FINANCIAL SERVICES	COM	254709108	148	7105	SH	DEFINE
DISCOVER FINANCIAL SERVICES	COM	254709108	1337	64277	SH	DEFINE
DISCOVER FINANCIAL SERVICES	COM	254709108	4680	225000	SH	DEFINE
DISCOVER FINANCIAL SERVICES	COM	254709108	181	8692	SH	DEFINE
DISCOVER FINANCIAL SERVICES	COM	254709108	954	45878	SH	DEFINE
DISCOVER FINANCIAL SERVICES	COM	254709108	3359	161481	SH	DEFINE
DISCOVER FINANCIAL SERVICES	COM	254709108	122	5845	SH	DEFINE
DISCOVERY HOLDING CO	COM	25468Y107	1430	49564	SH	DEFINE
DIXIE GROUP INC	COM	255519100	3848	405000	SH	DEFINE
DNP SELECT INCOME FUND INC	COM	23325P104	217	20000	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	1425	40925	SH	DEFINE
DOLBY LABORATORIES INC	COM	25659T107	3482	100000	SH	DEFINE
DOLLAR THRIFTY AUTOMOTIVE GROUP IN	COM	256743105	78919	2274967	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	32	378	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	333	3950	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	7177	85139	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	1068681	12677120	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	118	1400	SH	DEFINE
DOMINION RESOURCES INC	COM	25746U109	20	240	SH	DEFINE
DOMTAR CORP	COM	257559104	226986	27681269	SH	DEFINE
DOMTAR CORP	COM	257559104	33	4000	SH	DEFINE
DONALDSON CO INC	COM	257651109	29687	710900	SH	DEFINE
DOUGLAS EMMETT INC	COM	25960P109	10157	410700	SH	DEFINE
DOVER CORP	COM	260003108	269226	5284116	SH	DEFINE
DOVER CORP	COM	260003108	47	925	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

DOVER CORP	COM	260003108	7534	147870	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	8557	198722	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	10782	250384	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	5133	119200	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	2126	49373	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	1873	43498	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	16974	394190	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	391269	9086600	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	1666	38695	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	2277	52889	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	4125	95808	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	2448	56840	SH	DEFINE
DOW CHEMICAL CO	COM	260543103	946	21960	SH	DEFINE
DOW JONES & CO INC	COM	260561105	148495	2487350	SH	DEFINE
DOW JONES & CO INC	COM	260561105	329	5510	SH	DEFINE
DREW INDS INC	COM	26168L205	29570	726900	SH	DEFINE
DRIL-QUIP INC	COM	262037104	1050	21280	SH	DEFINE
DRIL-QUIP INC	COM	262037104	16236	329000	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	33569	693000	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	3151	65050	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	1136	23457	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	306427	6325900	SH	DEFINE
DTE ENERGY COMPANY	COM	233331107	7714	159240	SH	DEFINE
DTF TAX FREE INCOME INC	COM	23334J107	239	16860	SH	DEFINE
DUCKWALL ALCO STORES INC	COM	264142100	8383	227500	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	1406	75217	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	5319	284615	SH	DEFINE
DUKE ENERGY CORP	COM	26441C105	686727	36743030	SH	DEFINE
DUKE ENERGY CORP	COM	26441C905	187	10000	SH	CALL DEFINE
DUN & BRADSTREET CORP	COM	26483E100	12030	122000	SH	DEFINE
DUN & BRADSTREET CORP	COM	26483E100	339	3438	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	1383	105915	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	307	23470	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	93878	7188180	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	77	5900	SH	DEFINE
E*TRADE FINANCIAL CORP	COM	269246104	17	1320	SH	DEFINE
E. I. DU PONT DE NEMOURS AND CO	COM	263534109	70360	1419700	SH	DEFINE
E. I. DU PONT DE NEMOURS AND CO	COM	263534109	8153	164500	SH	DEFINE
E. I. DU PONT DE NEMOURS AND CO	COM	263534109	51757	1044335	SH	DEFINE
E. I. DU PONT DE NEMOURS AND CO	COM	263534109	501	10100	SH	DEFINE
E. I. DU PONT DE NEMOURS AND CO	COM	263534109	51822	1045638	SH	DEFINE
E. I. DU PONT DE NEMOURS AND CO	COM	263534109	5165	104220	SH	DEFINE
EAST WEST BANCORP INC	COM	27579R104	1747	48582	SH	DEFINE
EAST WEST BANCORP INC	COM	27579R104	84937	2361980	SH	DEFINE
EASTMAN CHEMICAL CO	COM	277432100	315	4715	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	644505	24084649	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	11919	445420	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	17190	642390	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	1218	45500	SH	DEFINE
EASTMAN KODAK CO	COM	277461109	3019	112812	SH	DEFINE
EATON CORP	COM	278058102	5295	53467	SH	DEFINE
EBAY INC	COM	278642103	132	3390	SH	DEFINE
EBAY INC	COM	278642103	19529	500487	SH	DEFINE
EBAY INC	COM	278642103	46775	1198740	SH	DEFINE
EBAY INC	COM	278642103	351	9000	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	155495	3321838	SH	DEFINE
ECHOSTAR DBS CORP	COM	278762109	37	800	SH	DEFINE
ECOLAB INC	COM	278865100	183	3879	SH	DEFINE
ECOLAB INC	COM	278865100	979	20750	SH	DEFINE
ECOLAB INC	COM	278865100	35796	758400	SH	DEFINE
ECOLOGY & ENVIRONMENT INC	COM	278878103	2482	212100	SH	DEFINE
EDISON INTERNATIONAL	COM	281020107	174	3143	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

EDISON INTERNATIONAL	COM	281020107	297683	5368500	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	2466	50000	SH	DEFINE
EDWARDS LIFESCIENCES CORP	COM	28176E108	152	3073	SH	DEFINE
EL PASO CORP	COM	28336L109	791642	46649488	SH	DEFINE
EL PASO CORP	COM	28336L109	27980	1648806	SH	DEFINE
EL PASO CORP	COM	28336L109	3073	181099	SH	DEFINE
EL PASO CORP	COM	28336L109	29055	1712110	SH	DEFINE
EL PASO CORP	COM	28336L109	377	22202	SH	DEFINE
EL PASO CORP	COM	28336L109	6283	370260	SH	DEFINE
EL PASO CORP	COM	28336L109	513	30230	SH	DEFINE
EL PASO CORP	COM	28336L109	69218	4078860	SH	DEFINE
EL PASO CORP	COM	28336L109	11810	695919	SH	DEFINE
EL PASO CORP	COM	28336L109	1223	72083	SH	DEFINE
ELECTRO SCIENTIFIC INDUSTRIES INC	COM	285229100	35485	1481010	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	1	23	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	390	6960	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	4076	72790	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	38477	687220	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	146	2600	SH	DEFINE
ELECTRONIC ARTS INC	COM	285512109	24	430	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	441931	20234917	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	27046	1238367	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	20795	952130	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	1790	81965	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	1121	51331	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	2187	100128	SH	DEFINE
ELECTRONIC DATA SYSTEMS CORP	COM	285661104	49615	2271727	SH	DEFINE
ELI LILLY & CO	COM	532457108	11	200	SH	DEFINE
ELI LILLY & CO	COM	532457108	22772	400000	SH	DEFINE
ELI LILLY & CO	COM	532457108	413	7259	SH	DEFINE
ELI LILLY & CO	COM	532457108	7336	128860	SH	DEFINE
ELI LILLY & CO	COM	532457108	285	5000	SH	DEFINE
EMAGEON INC	COM	29076V109	423	50500	SH	DEFINE
EMBARQ CORP	COM	29078E105	121546	2186076	SH	DEFINE
EMBARQ CORP	COM	29078E105	1934	34777	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	12043	274192	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	263724	6004637	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	2328	53000	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	36315	826842	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	11813	268970	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	26962	613882	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	13541	308317	SH	DEFINE
EMBRAER-EMPRESA BRAS DE AERONAUTIC	SPONSORED ADR	29081M102	174	3960	SH	DEFINE
EMC CORP	COM	268648102	4806	231080	SH	DEFINE
EMC CORP	COM	268648102	20800	1000000	SH	DEFINE
EMC CORP	COM	268648102	35780	1720210	SH	DEFINE
EMC CORP	COM	268648102	312	15000	SH	DEFINE
EMCOR GROUP INC	COM	29084Q100	13849	441600	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COM	290890102	5913	250000	SH	DEFINE
EMERGING MARKETS TELECOMMUNICATION	COM	290890102	92	3885	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	53220	1000000	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	25796	484710	SH	DEFINE
EMERSON ELECTRIC CO	COM	291011104	1597	30000	SH	DEFINE
EMPLOYERS HOLDINGS INC	COM	292218104	11787	571900	SH	DEFINE
EMULEX CORP	COM	292475209	5824	303820	SH	DEFINE
ENCANA CORP	COM	292505104	7087	114585	SH	DEFINE
ENDESA SA	SPONSORED ADR	29258N107	829	14515	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	1290	41600	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	5	151	SH	DEFINE
ENDO PHARMACEUTICALS HOLDINGS INC	COM	29264F205	63786	2056950	SH	DEFINE
ENERGEN CORP	COM	29265N108	44057	771300	SH	DEFINE
ENERGEN CORP	COM	29265N108	223	3900	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ENERGIZER HOLDINGS INC	COM	29266R108	3729	33636	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	198512	7338688	SH	DEFINE
ENERGY EAST CORP	COM	29266M109	239	8826	SH	DEFINE
ENERPLUS RESOURCES FUND	UNIT TR G NEW	29274D604	1414	29962	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	7459	101130	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	35737	484507	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	2148	29124	SH	DEFINE
ENI SPA	SPONSORED ADR	26874R108	48586	658702	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	5955	106150	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	2640	47061	SH	DEFINE
ENSCO INTERNATIONAL INC	COM	26874Q100	2603	46400	SH	DEFINE
ENTEGRIS INC	COM	29362U104	3266	376307	SH	DEFINE
ENTEGRIS INC	COM	29362U104	8	900	SH	DEFINE
ENERGY CORP	COM	29364G103	74504	688000	SH	DEFINE
ENERGY CORP	COM	29364G103	19	175	SH	DEFINE
ENERGY CORP	COM	29364G103	2829	26121	SH	DEFINE
ENERGY CORP	COM	29364G103	194976	1800500	SH	DEFINE
ENERGY CORP	EQUITY UNIT	29364G202	20139	300000	SH	DEFINE
ENTERPRISE PRODUCTS PARTNERS LP	COM	293792107	3584	118493	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	47	925	SH	DEFINE
ENTERTAINMENT PROPERTIES TRUST	COM	29380T105	13137	258600	SH	DEFINE
ENTRUST INC	COM	293848107	2518	1182390	SH	DEFINE
ENTRUST INC	COM	293848107	5372	2522147	SH	DEFINE
EOG RESOURCES INC	COM	26875P101	653	9025	SH	DEFINE
EOG RESOURCES INC	COM	26875P101	5873	81200	SH	DEFINE
EQUIFAX INC	COM	294429105	15248	400000	SH	DEFINE
EQUIFAX INC	COM	294429105	168	4416	SH	DEFINE
EQUINIX INC	COM	29444U502	1721	19410	SH	DEFINE
EQUINIX INC	COM	29444U502	8084	91150	SH	DEFINE
EQUINIX INC	COM	29444U502	86683	977370	SH	DEFINE
EQUITY LIFESTYLE PROPERTIES INC	COM	29472R108	36	700	SH	DEFINE
EQUITY LIFESTYLE PROPERTIES INC	COM	29472R108	12530	241900	SH	DEFINE
EQUITY LIFESTYLE PROPERTIES INC	COM	29472R108	409	7900	SH	DEFINE
EQUITY LIFESTYLE PROPERTIES INC	COM	29472R108	109	2100	SH	DEFINE
EQUITY LIFESTYLE PROPERTIES INC	COM	29472R108	1678	32400	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	69	1640	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	2947	69559	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	42745	1009100	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	3008	71000	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	779	18400	SH	DEFINE
EQUITY RESIDENTIAL	COM	29476L107	11937	281800	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	SPONSORED ADR	294821608	12062	303068	SH	DEFINE
ERICSSON (LM) TELEPHONE CO	SPONSORED ADR	294821608	279	7000	SH	DEFINE
ERIE INDTY CO	COM	29530P102	213817	3497746	SH	DEFINE
ERIE INDTY CO	COM	29530P102	31	500	SH	DEFINE
ESCO TECHNOLOGIES INC	COM	296315104	41111	1236800	SH	DEFINE
ESPEY MANUFACTURING & ELECTRONICS	COM	296650104	3346	156000	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COM	518439104	13	303	SH	DEFINE
ESTEE LAUDER COMPANIES INC	COM	518439104	8322	195999	SH	DEFINE
ETHAN ALLEN INTERIORS INC	COM	297602104	30281	926300	SH	DEFINE
EUROBANCSHARES INC	COM	298716101	143	18568	SH	DEFINE
EURONET WORLDWIDE INC	COM	298736109	601	20200	SH	DEFINE
EVEREST RE GROUP LTD	COM	G3223R108	1595	14465	SH	DEFINE
EW SCRIPPS CO	COM	811054204	205	4892	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	5981	361600	SH	DEFINE
EXCO RESOURCES INC	COM	269279402	238	14400	SH	DEFINE
EXELIXIS INC	COM	30161Q104	2142	202300	SH	DEFINE
EXELON CORP	COM	30161N101	69171	917871	SH	DEFINE
EXELON CORP	COM	30161N101	1	15	SH	DEFINE
EXELON CORP	COM	30161N101	3768	50000	SH	DEFINE
EXELON CORP	COM	30161N101	413	5480	SH	DEFINE
EXELON CORP	COM	30161N101	11247	149240	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

EXELON CORP	COM	30161N101	189123	2509590	SH	DEFINE
EXELON CORP	COM	30161N101	151	2000	SH	DEFINE
EXELON CORP	COM	30161N101	24	320	SH	DEFINE
EXPEDIA INC	COM	30212P105	359842	11287380	SH	DEFINE
EXPEDIA INC	COM	30212P105	8866	278120	SH	DEFINE
EXPEDIA INC	COM	30212P105	9567	300100	SH	DEFINE
EXPEDIA INC	COM	30212P105	8888	278810	SH	DEFINE
EXPEDIA INC	COM	30212P105	16	500	SH	DEFINE
EXPEDIA INC	COM	30212P105	1615	50646	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	1407	29748	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	3784	80000	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	4224	89300	SH	DEFINE
EXPEDITORS INT'L WAS INC	COM	302130109	103901	2196640	SH	DEFINE
EXPONENT INC	COM	30214U102	3407	135786	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	2346	42029	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	611	10940	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	1543	27650	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	143688	2574130	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	190	3400	SH	DEFINE
EXPRESS SCRIPTS INC	COM	302182100	30	540	SH	DEFINE
EXTERRAN HOLDING INC	COM	30225X103	102233	1272500	SH	DEFINE
EXTRA SPACE STORAGE INC	COM	30225T102	46	2995	SH	DEFINE
EXTRA SPACE STORAGE INC	COM	30225T102	13271	862300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	15439	166800	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	5890	63631	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	6479	70000	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	27523	297357	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	427729	4621104	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	99448	1074418	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	491	5300	SH	DEFINE
EXXON MOBIL CORP	COM	30231G102	62	670	SH	DEFINE
F5 NETWORKS INC	COM	315616102	2241	60266	SH	DEFINE
F5 NETWORKS INC	COM	315616102	153402	4124810	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	2065	30130	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	2632	38400	SH	DEFINE
FACTSET RESEARCH SYSTEMS INC	COM	303075105	150846	2200520	SH	DEFINE
FAIRPOINT COMMUNICATIONS INC	COM	305560104	281	14900	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	213468	8037200	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	80	3000	SH	DEFINE
FAMILY DOLLAR STORES INC	COM	307000109	87	3260	SH	DEFINE
FANNIE MAE	COM	313586109	21468	353033	SH	DEFINE
FANNIE MAE	COM	313586109	65754	1081300	SH	DEFINE
FANNIE MAE	COM	313586109	1616	26578	SH	DEFINE
FANNIE MAE	COM	313586109	6146	101072	SH	DEFINE
FANNIE MAE	COM	313586109	29523	485500	SH	DEFINE
FANNIE MAE	COM	313586109	5145	84604	SH	DEFINE
FANNIE MAE	COM	313586109	6691	110037	SH	DEFINE
FARMER BROS CO	COM	307675108	52087	2093533	SH	DEFINE
FARO TECHNOLOGIES INC	COM	311642102	33048	748541	SH	DEFINE
FASTENAL CO	COM	311900104	4	99	SH	DEFINE
FASTENAL CO	COM	311900104	2068	45533	SH	DEFINE
FASTENAL CO	COM	311900104	1006	22150	SH	DEFINE
FBL FINANCIAL GROUP INC	COM	30239F106	20732	525000	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	69280	4510422	SH	DEFINE
FEDERAL SIGNAL CORP	COM	313855108	15	1000	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	2	61	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	1072	27010	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	115	2900	SH	DEFINE
FEDERATED INVESTORS INC	COM	314211103	19	470	SH	DEFINE
FEDEX CORP	COM	31428X106	9847	94000	SH	DEFINE
FEDEX CORP	COM	31428X106	12120	115700	SH	DEFINE
FEDEX CORP	COM	31428X106	2	16	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FEDEX CORP	COM	31428X106	4190	40000	SH	DEFINE
FEDEX CORP	COM	31428X106	1185	11310	SH	DEFINE
FEDEX CORP	COM	31428X106	4683	44710	SH	DEFINE
FEDEX CORP	COM	31428X106	39006	372374	SH	DEFINE
FEDEX CORP	COM	31428X106	862	8230	SH	DEFINE
FEDEX CORP	COM	31428X106	7640	72940	SH	DEFINE
FEDEX CORP	COM	31428X106	524	5000	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	1052	52760	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	138	6900	SH	DEFINE
FELCOR LODGING TRUST INC	COM	31430F101	71563	3590740	SH	DEFINE
FELCOR LODGING TRUST INC	PFD CV A \$1.95	31430F200	75072	3200000	SH	DEFINE
FERRO ALLOYS CORP LTD	COM	315405100	223	11137	SH	DEFINE
FIDELITY NATIONAL FINANCIAL INC	COM	31620R105	10031	573833	SH	DEFINE
FIDELITY NATIONAL INFORMATION SVCS	COM	31620M106	324	7293	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	0	14	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	362	10681	SH	DEFINE
FIFTH THIRD BANCORP	COM	316773100	280865	8290000	SH	DEFINE
FINANCIAL FEDERAL CORP	COM	317492106	7808	278761	SH	DEFINE
FIRST COMMUNITY BANCORP	COM	31983B101	52570	960884	SH	DEFINE
FIRST DEFIANCE FINANCIAL CORP	COM	32006W106	6345	235000	SH	DEFINE
FIRST INDIANA CORP	COM	32054R108	12055	384901	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COM	33582V108	1415	100000	SH	DEFINE
FIRST NIAGARA FINANCIAL GROUP INC	COM	33582V108	8080	571001	SH	DEFINE
FIRST POTOMAC REALTY TRUST	COM	33610F109	4582	210200	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COM	336312103	3526	352600	SH	DEFINE
FIRST SECURITY GROUP INC/TN	COM	336312103	158	15800	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	3284	51855	SH	DEFINE
FIRSTENERGY CORP	COM	337932107	980552	15480768	SH	DEFINE
FISERV INC	COM	337738108	1332	26186	SH	DEFINE
FLEXSTEEL INDUSTRIES INC	COM	339382103	3150	225000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	187348	16757417	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	161642	14458110	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	16865	1508505	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	103421	9250530	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	145	13000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	280	25052	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	31935	2856480	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	8810	788000	SH	DEFINE
FLEXTRONICS INTERNATIONAL LTD	COM	Y2573F102	648	57930	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	37587	678595	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	298821	5394850	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	94	1700	SH	DEFINE
FLIR SYSTEMS INC	COM	302445101	25	450	SH	DEFINE
FLORIDA ROCK INDS INC	COM	341140101	280020	4481030	SH	DEFINE
FLOTEK INDUSTRIES INC	COM	343389102	9161	207500	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	14778	193993	SH	DEFINE
FLOWSERVE CORP	COM	34354P105	29520	387500	SH	DEFINE
FLUOR CORP	COM	343412102	1355	9410	SH	DEFINE
FMC CORP	COM	302491303	14288	274655	SH	DEFINE
FMC CORP	COM	302491303	21994	422800	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	3063	53118	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	115	2000	SH	DEFINE
FMC TECHNOLOGIES INC	COM	30249U101	192211	3333520	SH	DEFINE
FOCUS MEDIA HOLDING LTD	SPONSORED ADR	34415V109	20660	356082	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SAB DE	SPONSORED ADR	344419106	136382	3646572	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SAB DE	SPONSORED ADR	344419106	856	22900	SH	DEFINE
FOMENTO ECONOMICO MEXICANO SAB DE	SPONSORED ADR	344419106	60100	1606958	SH	DEFINE
FORCE PROTECTION INC	COM	345203202	5097	235300	SH	DEFINE
FORD MOTOR CO	COM	345370860	9339	1100000	SH	DEFINE
FORD MOTOR CO	COM	345370860	151	17753	SH	DEFINE
FORD MOTOR CO CAP TR II	PFD TR CV6.5%	345395206	223	5900	SH	DEFINE
FORD MOTOR CO CAP TR II	PFD TR CV6.5%	345395206	16988	450000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

FORDING CANADIAN COAL TR	COM	345425102	9881	254788	SH	DEFINE
FOREST CITY ENTERPRISES INC	COM	345550107	59	1065	SH	DEFINE
FOREST CITY ENTERPRISES INC	COM	345550107	16890	306200	SH	DEFINE
FOREST LABORATORIES INC	COM	345838106	516	13840	SH	DEFINE
FORMFACTOR INC	COM	346375108	2944	66358	SH	DEFINE
FORMFACTOR INC	COM	346375108	6451	145390	SH	DEFINE
FORMFACTOR INC	COM	346375108	181110	4081819	SH	DEFINE
FORTRESS INVESTMENT GROUP	COM	34958B106	1	45	SH	DEFINE
FORTRESS INVESTMENT GROUP	COM	34958B106	1643	77075	SH	DEFINE
FORTRESS INVESTMENT GROUP	COM	34958B106	17608	825900	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	7200	88349	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	126	1544	SH	DEFINE
FORTUNE BRANDS INC	COM	349631101	953	11700	SH	DEFINE
FOSSIL INC	COM	349882100	432	11550	SH	DEFINE
FOUNDATION COAL HOLDINGS INC	COM	35039W100	5151	131400	SH	DEFINE
FPL GROUP INC	COM	302571104	13562	222771	SH	DEFINE
FPL GROUP INC	COM	302571104	537321	8825900	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	12504	373925	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	34549	1033165	SH	DEFINE
FRANCE TELECOM SA	SPONSORED ADR	35177Q105	1665	49784	SH	DEFINE
FRANKLIN ELECTRIC CO INC	COM	353514102	21080	512778	SH	DEFINE
FRANKLIN ELECTRIC CO INC	COM	353514102	21	500	SH	DEFINE
FRANKLIN RESOURCES INC	COM	354613101	74292	582683	SH	DEFINE
FRED'S INC	COM	356108100	20237	1921800	SH	DEFINE
FREDDIE MAC	COM	313400301	314265	5325620	SH	DEFINE
FREDDIE MAC	COM	313400301	41	700	SH	DEFINE
FREDDIE MAC	COM	313400301	1770	30000	SH	DEFINE
FREDDIE MAC	COM	313400301	1902	32230	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	PFD CONV	35671D782	252	1625	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	PFD CONV	35671D782	246010	1586140	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COM	35671D857	1511	14407	SH	DEFINE
FREEMPORT MCMORAN COPPER & GOLD INC	COM	35671D857	8473	80784	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	2018	38036	SH	DEFINE
FRESENIUS MEDICAL CARE AG & CO	SPONSORED ADR	358029106	41	777	SH	DEFINE
FSI INTERNATIONAL INC	COM	302633102	1398	600000	SH	DEFINE
FUEL SYSTEMS SOLUTIONS INC	COM	35952W103	16674	933580	SH	DEFINE
FUEL TECH N V	COM	359523107	3718	168300	SH	DEFINE
FUEL TECH N V	COM	359523107	95	4300	SH	DEFINE
FUJIFILM HOLDINGS CORP	SPONSORED ADR	35958N107	33680	734399	SH	DEFINE
FUJIFILM HOLDINGS CORP	SPONSORED ADR	35958N107	9	206	SH	DEFINE
FURMANITE CORP	COM	361086101	25480	2800000	SH	DEFINE
FURNITURE BRANDS INTERNATIONAL INC	COM	360921100	32955	3250000	SH	DEFINE
GAIAM INC	COM	36268Q103	12570	523110	SH	DEFINE
GAMESTOP CORP	COM	36467W109	5031	89276	SH	DEFINE
GANNETT CO INC	COM	364730101	34377	786650	SH	DEFINE
GANNETT CO INC	COM	364730101	2282	52220	SH	DEFINE
GAP INC	COM	364760108	98696	5352281	SH	DEFINE
GAP INC	COM	364760108	4331	234859	SH	DEFINE
GAP INC	COM	364760108	2	102	SH	DEFINE
GAP INC	COM	364760108	2078	112670	SH	DEFINE
GAP INC	COM	364760108	1054	57143	SH	DEFINE
GARMIN LTD	COM	G37260109	1917	16058	SH	DEFINE
GARMIN LTD	COM	G37260109	6561	54950	SH	DEFINE
GARMIN LTD	COM	G37260109	144336	1208842	SH	DEFINE
GATEWAY INC	COM	367626108	19	10000	SH	DEFINE
GAYLORD ENTERTAINMENT CO	COM	367905106	13773	258800	SH	DEFINE
GEHL CO	COM	368483103	6699	300000	SH	DEFINE
GEN-PROBE INC	COM	36866T103	1827	27442	SH	DEFINE
GEN-PROBE INC	COM	36866T103	69088	1037676	SH	DEFINE
GENCORP INC	COM	368682100	33677	2815788	SH	DEFINE
GENENTECH INC	COM	368710406	249	3188	SH	DEFINE
GENENTECH INC	COM	368710406	78020	1000000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GENENTECH INC	COM	368710406	632	8100	SH	DEFINE
GENENTECH INC	COM	368710406	27373	350844	SH	DEFINE
GENENTECH INC	COM	368710406	126555	1622090	SH	DEFINE
GENENTECH INC	COM	368710406	117	1500	SH	DEFINE
GENENTECH INC	COM	368710406	40	510	SH	DEFINE
GENENTECH INC	COM	368710406	312	4000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	2999	35500	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	84470	1000000	SH	DEFINE
GENERAL DYNAMICS CORP	COM	369550108	1661	19662	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1492533	36051511	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	52820	1275850	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	304000	7343000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	6871	165975	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2898	70000	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	66756	1612475	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	310492	7499803	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	73969	1786700	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	2347	56680	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	12655	305670	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	210096	5074773	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	23263	561910	SH	DEFINE
GENERAL ELECTRIC CO	COM	369604103	1529	36930	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	75	1400	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	355	6622	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	28510	531700	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	2097	39100	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	536	10000	SH	DEFINE
GENERAL GROWTH PROPERTIES	COM	370021107	7789	145266	SH	DEFINE
GENERAL MARITIME CORP	COM	Y2692M103	2900	103900	SH	DEFINE
GENERAL MILLS INC	COM	370334104	80409	1386124	SH	DEFINE
GENERAL MILLS INC	COM	370334104	21004	362075	SH	DEFINE
GENERAL MILLS INC	COM	370334104	2760	47573	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	413330	11262400	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	14680	400000	SH	DEFINE
GENERAL MOTORS CORP	COM	370442105	112	3048	SH	DEFINE
GENERAL MOTORS CORP	SENIOR DEBEN D	370442691	45991	1628000	SH	DEFINE
GENERAL MOTORS CORP	DEB SR CV C 33	370442717	11295	461200	SH	DEFINE
GENESEE & WYOMING INC	COM	371559105	45805	1588241	SH	DEFINE
GENLYTE GROUP INC	COM	372302109	22819	355100	SH	DEFINE
GENTEX CORP	COM	371901109	14788	689743	SH	DEFINE
GENTEX CORP	COM	371901109	77	3600	SH	DEFINE
GENTIUM SPA	SPONSORED ADR	37250B104	1149	50000	SH	DEFINE
GENTIUM SPA	SPONSORED ADR	37250B104	5053	220000	SH	DEFINE
GENUINE PARTS CO	COM	372460105	53	1050	SH	DEFINE
GENUINE PARTS CO	COM	372460105	18770	375400	SH	DEFINE
GENUINE PARTS CO	COM	372460105	15360	307200	SH	DEFINE
GENUINE PARTS CO	COM	372460105	175	3501	SH	DEFINE
GENUINE PARTS CO	COM	372460105	11787	235741	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	49168	1600000	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	5	150	SH	DEFINE
GENWORTH FINANCIAL INC	COM	37247D106	26	850	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COM	372917104	976	15753	SH	DEFINE
GENZYME CORP-GENERAL DIVISION	COM	372917104	30943	499400	SH	DEFINE
GEOMET INC	COM	37250U201	3492	686000	SH	DEFINE
GERDAU AMERISTEEL CORP	COM	37373P105	48095	4024700	SH	DEFINE
GFI GROUP INC	COM	361652209	5655	65660	SH	DEFINE
GFI GROUP INC	COM	361652209	8049	93461	SH	DEFINE
GFI GROUP INC	COM	361652209	344	4000	SH	DEFINE
GIBRALTAR INDUSTRIES INC	COM	374689107	67614	3654799	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	292	7142	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	27461	671900	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	146198	3577154	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GILEAD SCIENCES INC	COM	375558103	368	9000	SH	DEFINE
GILEAD SCIENCES INC	COM	375558103	858	21000	SH	DEFINE
GLATFELTER	COM	377316104	35697	2405442	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	18886	355000	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	35875	674345	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	6521	122577	SH	DEFINE
GLAXOSMITHKLINE PLC	SPONSORED ADR	37733W105	1908	35873	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	16275	631800	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	52	2000	SH	DEFINE
GLOBAL INDUSTRIES LTD	COM	379336100	2622	101800	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	1664	37626	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	17	382	SH	DEFINE
GLOBAL PAYMENTS INC	COM	37940X102	78198	1768380	SH	DEFINE
GLOBALSANTAFE CORP	COM	G3930E101	2433	32000	SH	DEFINE
GLOBALSANTAFE CORP	COM	G3930E101	702	9233	SH	DEFINE
GLOBALSANTAFE CORP	COM	G3930E101	3695	48600	SH	DEFINE
GMH COMMUNITIES TRUST	COM	36188G102	5039	650200	SH	DEFINE
GOLD FIELDS LTD	SPONSORED ADR	38059T106	5	260	SH	DEFINE
GOLD FIELDS LTD	SPONSORED ADR	38059T106	15458	854528	SH	DEFINE
GOLDCORP INC	COM	380956409	46	1490	SH	DEFINE
GOLDCORP INC	COM	380956409	71201	2329865	SH	DEFINE
GOLDEN STAR RESOURCES LTD	COM	38119T104	2835	700000	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	309	1424	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	412	1900	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	37366	172401	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	104588	482550	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	108	500	SH	DEFINE
GOLDMAN SACHS GROUP INC	COM	38141G104	17	80	SH	DEFINE
GOODRICH CORP	COM	382388106	7	105	SH	DEFINE
GOODRICH CORP	COM	382388106	1102	16145	SH	DEFINE
GOODRICH CORP	COM	382388106	9061	132805	SH	DEFINE
GOODYEAR TIRE & RUBBER CO	COM	382550101	60422	1986900	SH	DEFINE
GOODYEAR TIRE & RUBBER CO	COM	382550101	37	1230	SH	DEFINE
GOOGLE INC	COM	38259P508	425	749	SH	DEFINE
GOOGLE INC	COM	38259P508	11913	21000	SH	DEFINE
GOOGLE INC	COM	38259P508	6380	11246	SH	DEFINE
GOOGLE INC	COM	38259P508	174322	307300	SH	DEFINE
GRACO INC	COM	384109104	93672	2395083	SH	DEFINE
GRACO INC	COM	384109104	110	2800	SH	DEFINE
GRACO INC	COM	384109104	1609	41145	SH	DEFINE
GRAINGER W W INC	COM	384802104	520	5700	SH	DEFINE
GRAINGER W W INC	COM	384802104	50155	550000	SH	DEFINE
GRAINGER W W INC	COM	384802104	438	4800	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	23967	439600	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	809	14845	SH	DEFINE
GRANT PRIDECO INC	COM	38821G101	4972	91200	SH	DEFINE
GREAT PLAINS ENERGY INC	COM	391164100	1132	39294	SH	DEFINE
GREATBATCH INC	COM	39153L106	25713	967028	SH	DEFINE
GREATBATCH INC	COM	39153L106	1090	41000	SH	DEFINE
GREENHILL & CO INC	COM	395259104	4509	73850	SH	DEFINE
GREENHILL & CO INC	COM	395259104	183	3000	SH	DEFINE
GRIFFIN LAND & NURSERIES INC	COM	398231100	6318	173000	SH	DEFINE
GRUPO TELEVISIA S A	SPONSORED ADR	40049J206	29	1200	SH	DEFINE
GRUPO TELEVISIA S A	SPONSORED ADR	40049J206	7026	290700	SH	DEFINE
GSI GROUP INC	COM	36229U102	26081	2308010	SH	DEFINE
GSI GROUP INC	COM	36229U102	9528	843190	SH	DEFINE
GSI GROUP INC	COM	36229U102	4703	416230	SH	DEFINE
GSI GROUP INC	COM	36229U102	2512	222274	SH	DEFINE
GTSI CORP	COM	36238K103	5601	498540	SH	DEFINE
GUANGSHEN RAILWAY CO LTD	SPONSORED ADR	40065W107	2038	46700	SH	DEFINE
GUESS? INC	COM	401617105	2175	44367	SH	DEFINE
GUESS? INC	COM	401617105	20	400	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

GUESS? INC	COM		401617105	125949	2568820	SH	DEFINE
GUITAR CENTER INC	COM		402040109	261	4400	SH	DEFINE
GYMBOREE CORP	COM		403777105	13243	375800	SH	DEFINE
H & Q HEALTHCARE INVESTORS FUND	COM		404052102	2595	150000	SH	DEFINE
H & R BLOCK INC	COM		093671105	108729	5133562	SH	DEFINE
H & R BLOCK INC	COM		093671105	1002	47300	SH	DEFINE
H J HEINZ CO	COM		423074103	23100	500000	SH	DEFINE
H J HEINZ CO	COM		423074103	11475	248373	SH	DEFINE
HALLIBURTON CO	COM		406216101	1	37	SH	DEFINE
HALLIBURTON CO	COM		406216101	398	10360	SH	DEFINE
HALLIBURTON CO	COM		406216101	1570	40890	SH	DEFINE
HALLIBURTON CO	COM		406216101	109879	2861430	SH	DEFINE
HALLIBURTON CO	COM		406216101	127	3300	SH	DEFINE
HALLIBURTON CO	COM		406216101	20	530	SH	DEFINE
HANCOCK HOLDING CO	COM		410120109	2837	70788	SH	DEFINE
HANCOCK HOLDING CO	COM		410120109	10409	259700	SH	DEFINE
HANDLEMAN CO	COM		410252100	5551	1820000	SH	DEFINE
HANESBRANDS INC	COM		410345102	3	100	SH	DEFINE
HANESBRANDS INC	COM		410345102	242	8626	SH	DEFINE
HANOVER COMPRESSOR CO	NOTE	4.750% 3/1	410768AC9	49625	50000000	PRN	DEFINE
HANSEN NATURAL CORP	COM		411310105	3392	59836	SH	DEFINE
HANSEN NATURAL CORP	COM		411310105	28940	510590	SH	DEFINE
HANSEN NATURAL CORP	COM		411310105	267208	4714323	SH	DEFINE
HARDINGE INC	COM		412324303	23674	679700	SH	DEFINE
HARLEY-DAVIDSON INC	COM		412822108	244297	5286680	SH	DEFINE
HARLEY-DAVIDSON INC	COM		412822108	23105	500000	SH	DEFINE
HARLEY-DAVIDSON INC	COM		412822108	1542	33374	SH	DEFINE
HARLEY-DAVIDSON INC	COM		412822108	15131	327440	SH	DEFINE
HARLEY-DAVIDSON INC	COM		412822108	6455	139682	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM		413086109	3	38	SH	DEFINE
HARMAN INTERNATIONAL INDUSTRIES IN	COM		413086109	197	2275	SH	DEFINE
HARMONY GOLD MINING CO LTD	SPONSORED ADR		413216300	7146	600000	SH	DEFINE
HARRIS & HARRIS GROUP INC	COM		413833104	145	13600	SH	DEFINE
HARRIS CORP	COM		413875105	3297	57059	SH	DEFINE
HARRIS CORP	COM		413875105	32384	560379	SH	DEFINE
HARRIS CORP	COM		413875105	281631	4873348	SH	DEFINE
HARTE HANKS INC	COM		416196103	940	47750	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM		416515104	216773	2342231	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM		416515104	17830	192657	SH	DEFINE
HARTFORD FINANCIAL SERVICES GROUP	COM		416515104	6021	65055	SH	DEFINE
HASBRO INC	COM		418056107	45522	1632800	SH	DEFINE
HAVERTY FURNITURE COS INC	COM		419596101	10813	1233000	SH	DEFINE
HAWAIIAN ELECTRIC INC	COM		419870100	35	1625	SH	DEFINE
HAWAIIAN ELECTRIC INC	COM		419870100	50801	2340000	SH	DEFINE
HCP INC	COM		40414L109	50	1505	SH	DEFINE
HCP INC	COM		40414L109	147	4446	SH	DEFINE
HCP INC	COM		40414L109	24642	742900	SH	DEFINE
HCP INC	COM		40414L109	975	29400	SH	DEFINE
HCP INC	COM		40414L109	259	7800	SH	DEFINE
HCP INC	COM		40414L109	3937	118700	SH	DEFINE
HEADWATERS INC	COM		42210P102	15	1000	SH	DEFINE
HEADWATERS INC	COM		42210P102	1652	111000	SH	DEFINE
HEADWATERS INC	NOTE	2.875% 6/0	42210PAB8	10635	12120000	PRN	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM		421933102	818	117800	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM		421933102	58	8362	SH	DEFINE
HEALTH MANAGEMENT ASSOCIATES INC	COM		421933102	1246	179490	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COM		421906108	11911	587625	SH	DEFINE
HEALTHCARE SERVICES GROUP INC	COM		421906108	13612	671543	SH	DEFINE
HEALTHSOUTH CORP	COM		421924309	7981	455819	SH	DEFINE
HEALTHWAYS INC	COM		422245100	6364	117910	SH	DEFINE
HEALTHWAYS INC	COM		422245100	17121	317230	SH	DEFINE
HEALTHWAYS INC	COM		422245100	194	3600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HEARTLAND PAYMENT SYSTEMS INC	COM	42235N108	5655	220042	SH	DEFINE
HEARTLAND PAYMENT SYSTEMS INC	COM	42235N108	14857	578100	SH	DEFINE
HELICOS BIOSCIENCES CORP	COM	42326R109	7985	913650	SH	DEFINE
CAL DIVE INTL INC	NOTE	3.250%12/1127914AB5	15150	10000000	PRN	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	52822	1244045	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	11694	275416	SH	DEFINE
HELIX ENERGY SOLUTIONS GROUP	COM	42330P107	70833	1668229	SH	DEFINE
HENRY SCHEIN INC	COM	806407102	307	5040	SH	DEFINE
HENRY SCHEIN INC	COM	806407102	64566	1061240	SH	DEFINE
HERCULES OFFSHORE INC	COM	427093109	4869	186470	SH	DEFINE
HESS CORP	COM	42809H107	1577	23705	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	3928	78900	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	379	7606	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	57570	1156250	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	0	4	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	25868	519540	SH	DEFINE
HEWLETT PACKARD CO	COM	428236103	90382	1815270	SH	DEFINE
HHGREGG INC	COM	42833L108	6199	590400	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	27254	1098970	SH	DEFINE
HIBBETT SPORTS INC	COM	428567101	16690	673000	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	168764	3067314	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	175665	3192753	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	77	1400	SH	DEFINE
HILLENBRAND INDUSTRIES INC	COM	431573104	1304	23700	SH	DEFINE
HILTON HOTELS CORP	COM	432848109	577865	12429887	SH	DEFINE
HILTON HOTELS CORP	COM	432848109	6	119	SH	DEFINE
HILTON HOTELS CORP	COM	432848109	241	5184	SH	DEFINE
HILTON HOTELS CORP	NOTE	3.375% 4/1432848AZ2	21761	10500000	PRN	DEFINE
HITTITE MICROWAVE	COM	43365Y104	18627	421900	SH	DEFINE
HOME DEPOT INC	COM	437076102	488473	15057734	SH	DEFINE
HOME DEPOT INC	COM	437076102	1774	54673	SH	DEFINE
HOME DEPOT INC	COM	437076102	1857	57245	SH	DEFINE
HOME DEPOT INC	COM	437076102	25259	778625	SH	DEFINE
HOME DEPOT INC	COM	437076102	203106	6260980	SH	DEFINE
HOME DEPOT INC	COM	437076102	159	4900	SH	DEFINE
HOME DEPOT INC	COM	437076102	30	930	SH	DEFINE
HONDA MOTOR CO LTD	SPONSORED ADR	438128308	2087	62560	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	1650	27741	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	89	1500	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	30647	515340	SH	DEFINE
HONEYWELL INTERNATIONAL INC	COM	438516106	33987	571500	SH	DEFINE
HOOKER FURNITURE CORP	COM	439038100	41379	2066906	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	1	22	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	5802	158100	SH	DEFINE
HORNBECK OFFSHORE SERVICES INC	COM	440543106	2231	60800	SH	DEFINE
HOSPIRA INC	COM	441060100	6	139	SH	DEFINE
HOSPIRA INC	COM	441060100	1658	40000	SH	DEFINE
HOSPIRA INC	COM	441060100	1313	31667	SH	DEFINE
HOSPITALITY PROPERTIES TRUST	COM	44106M102	787	19350	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	71	3170	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	2034	90641	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	46854	2087950	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	1984	88400	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	514	22900	SH	DEFINE
HOST HOTELS & RESORTS INC	COM	44107P104	8310	370300	SH	DEFINE
HOT TOPIC INC	COM	441339108	15473	2074100	SH	DEFINE
HOVNANIAN ENTERPRISES INC	COM	442487203	16733	1508800	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	1966	21235	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	31571	340938	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	1057	11415	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	18621	201095	SH	DEFINE
HSBC HOLDINGS PLC	SPONSORED ADR	404280406	232	2500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

HUANENG POWER INTERNATIONAL INC	SPONSORED ADR	443304100	559	10600	SH	DEFINE
HUB GROUP INC	COM	443320106	6790	226110	SH	DEFINE
HUB GROUP INC	COM	443320106	312	10400	SH	DEFINE
HUBBELL INC	COM	443510201	1099	19245	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	13842	900000	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	476623	30989810	SH	DEFINE
HUDSON CITY BANCORP INC	COM	443683107	873	56783	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	82	7998	SH	DEFINE
HUMAN GENOME SCIENCES INC	COM	444903108	3578	347700	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	1570	59700	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	3	132	SH	DEFINE
HUNT (JB) TRANSPORT SERVICES INC	COM	445658107	25482	968892	SH	DEFINE
HUNTSMAN CORP	PFD MND CV 5%	447011206	24329	487800	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	7567	104202	SH	DEFINE
HURON CONSULTING GROUP INC	COM	447462102	36470	502200	SH	DEFINE
IAC/INTERACTIVECORP	COM	44919P300	8904	300100	SH	DEFINE
IAC/INTERACTIVECORP	COM	44919P300	104	3500	SH	DEFINE
IBERIABANK CORP	COM	450828108	223	4243	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	53704	1018666	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	10199	193447	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	16167	306665	SH	DEFINE
ICICI BANK LTD	SPONSORED ADR	45104G104	6069	115119	SH	DEFINE
IDACORP INC	COM	451107106	14818	452600	SH	DEFINE
IDACORP INC	COM	451107106	10	300	SH	DEFINE
IDEARC INC	COM	451663108	0	15	SH	DEFINE
IDEARC INC	COM	451663108	526	16709	SH	DEFINE
IDENIX PHARMACEUTICALS INC	COM	45166R204	875	302700	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	11779	197500	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	59640	1000000	SH	DEFINE
ILLINOIS TOOL WORKS INC	COM	452308109	6039	101251	SH	DEFINE
IMPERIAL CAPITAL BANCORP INC	COM	452680101	12594	445796	SH	DEFINE
IMPERIAL OIL LTD	COM	453038408	77	1547	SH	DEFINE
IMPERIAL OIL LTD	COM	453038408	788	15900	SH	DEFINE
IMS HEALTH INC	COM	449934108	15320	500000	SH	DEFINE
IMS HEALTH INC	COM	449934108	1782	58161	SH	DEFINE
IMS HEALTH INC	COM	449934108	17273	563750	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	1431	207049	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	6071	878550	SH	DEFINE
INDEVUS PHARMACEUTICALS INC	COM	454072109	10224	1479561	SH	DEFINE
INDIA FUND INC	COM	454089103	2404	44280	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	14598	849724	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	46312	2695669	SH	DEFINE
INFINEON TECHNOLOGIES AG	SPONSORED ADR	45662N103	1	72	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	4691	96935	SH	DEFINE
INFOSYS TECHNOLOGIES LTD	SPONSORED ADR	456788108	4839	100000	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	1865	42095	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	34225	772408	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	5941	134074	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	3228	72860	SH	DEFINE
ING GROEP NV	SPONSORED ADR	456837103	266	6000	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	430	7900	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	54579	1002000	SH	DEFINE
INGERSOLL RAND CO	COM	G4776G101	2231	40965	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	806	150000	SH	DEFINE
INSPIRE PHARMACEUTICALS INC	COM	457733103	4262	793661	SH	DEFINE
INSTEEL INDUSTRIES INC	COM	45774W108	1912	124560	SH	DEFINE
INSURED MUNICIPAL INCOME FUND	COM	45809F104	170	13000	SH	DEFINE
INTEL CORP	COM	458140100	2069	80000	SH	DEFINE
INTEL CORP	COM	458140100	4331	167468	SH	DEFINE
INTEL CORP	COM	458140100	25084	970000	SH	DEFINE
INTEL CORP	COM	458140100	3683	142430	SH	DEFINE
INTEL CORP	COM	458140100	92106	3561730	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

INTEL CORP	COM	458140100	128512	4969510	SH	DEFINE
INTEL CORP	COM	458140100	403	15600	SH	DEFINE
INTEL CORP	COM	458140100	64	2470	SH	DEFINE
INTEL CORP	COM	458140100	259	10000	SH	DEFINE
INTEL CORP	SDCV	2.950%12/1458140AD2	25236	24170000	PRN	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	4267	28090	SH	DEFINE
INTERCONTINENTALEXCHANGE INC	COM	45865V100	365	2400	SH	DEFINE
INTERMEC INC.	COM	458786100	11780	450980	SH	DEFINE
INTERMUNE INC	COM	45884X103	1404	73400	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	74	5257	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	1977	139500	SH	DEFINE
INTERNAP NETWORK SERVICES CORP	COM	45885A300	71769	5064868	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	14804	125670	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	1782	15131	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	68324	580000	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	6382	54180	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	155514	1320151	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	27696	235110	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	306	2600	SH	DEFINE
INTERNATIONAL BUSINESS MACHINES CO	COM	459200101	52	440	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	1645	38156	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	8690	201624	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	109861	2548969	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	431	10000	SH	DEFINE
INTERNATIONAL GAME TECHNOLOGY	COM	459902102	948	22000	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	381010	10621978	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	5902	164530	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	589732	16440809	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	1181	32915	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	8693	242342	SH	DEFINE
INTERNATIONAL PAPER CO	COM	460146103	86	2390	SH	DEFINE
INTERNATIONAL SHIPHOLDING CORP	COM	460321201	9862	474800	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	525456	50621974	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	24876	2396574	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	989	95240	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	560	53918	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	971	93500	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	4843	466550	SH	DEFINE
INTERPUBLIC GROUP OF COMPANIES INC	COM	460690100	59935	5774088	SH	DEFINE
INTERSIL CORP	COM	46069S109	1128	33728	SH	DEFINE
INTERSIL CORP	COM	46069S109	72924	2181395	SH	DEFINE
INTERTAPE POLYMER GROUP INC	COM	460919103	850	250000	SH	DEFINE
INTERVOICE INC	COM	461142101	20184	2149484	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COM	459506101	12	236	SH	DEFINE
INTL FLAVORS & FRAGRANCES INC	COM	459506101	275	5200	SH	DEFINE
INTUIT INC	COM	461202103	2444	80650	SH	DEFINE
INVESTMENT TECHNOLOGY GROUP INC	COM	46145F105	9277	215840	SH	DEFINE
INVESTTOOLS INC	COM	46145P103	7132	589910	SH	DEFINE
INVITROGEN CORP	COM	46185R100	1020	12480	SH	DEFINE
INVITROGEN CORP	COM	46185R100	2376	29071	SH	DEFINE
INVITROGEN CORP	COM	46185R100	1618	19800	SH	DEFINE
INVITROGEN CORP	NOTE	3.250% 6/146185RAM2	108	100000	PRN	DEFINE
IOMAI CORP	COM	46202P103	238	125000	SH	DEFINE
IOMAI CORP	COM	46202P103	656	345400	SH	DEFINE
IPC HOLDINGS LTD	COM	G4933P101	106223	3681900	SH	DEFINE
IPC HOLDINGS LTD	COM	G4933P101	23592	817763	SH	DEFINE
IRON MOUNTAIN INC	COM	462846106	11174	366589	SH	DEFINE
IRON MOUNTAIN INC	COM	462846106	305	10000	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	9282	842260	SH	DEFINE
IRWIN FINANCIAL CORP	COM	464119106	1901	172543	SH	DEFINE
ISHARES TR	COHEN&ST RLTY	464287564	481	5158	SH	DEFINE
ISHARES COMEX GOLD TR	ISHARES	464285105	394	5350	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

ISHARES TR	FTSE XNHUA IDX	464287184	5217	28983	SH	DEFINE
ISHARES TR	1-3 YR TRS BD	464287457	287	3524	SH	DEFINE
ISHARES TR	20+ YR TRS BD	464287432	201	2261	SH	DEFINE
ISHARES TR	LEHMAN AGG BND	464287226	559	5588	SH	DEFINE
ISHARES TR	7-10 YR TRS BD	464287440	514	6135	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	461	5578	SH	DEFINE
ISHARES TR	MSCI EAFE IDX	464287465	29995	363000	SH	DEFINE
ISHARES TR	MSCI EMERG MKT	464287234	47258	316215	SH	DEFINE
ISHARES TR	MSCI HONG KONG	464286871	1605	76300	SH	DEFINE
ISHARES TR	MSCI JAPAN	464286848	848	59154	SH	DEFINE
ISHARES TR	RUSL 2000 GROW	464287648	1436	16869	SH	DEFINE
ISHARES TR	S&P EURO PLUS	464287861	250	2100	SH	DEFINE
ISHARES TR	S&P 500 INDEX	464287200	11576	75673	SH	DEFINE
ISHARES TR	S&P MIDCAP 400	464287507	1999	22705	SH	DEFINE
ISHARES TR	S&P SMLCAP 600	464287804	402	5758	SH	DEFINE
ISHARES TR	S&P/TOPIX 150	464287382	226	1800	SH	DEFINE
ISHARES TR	RUSL 2000 VALU	464287630	2355	30700	SH	DEFINE
ISHARES TR	DJ SEL DIV INX	464287168	4096	59110	SH	DEFINE
ISHARES TR	RUSSELL 2000	464287655	547	6840	SH	DEFINE
ISHARES TR	DJ US UTILS	464287697	504	5200	SH	DEFINE
ISHARES TR	US TIPS BD FD	464287176	2726	26690	SH	DEFINE
ISTA PHARMACEUTICALS INC	COM	45031X204	2870	415900	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	3190	93844	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	96	2830	SH	DEFINE
ISTAR FINANCIAL INC	COM	45031U101	140479	4132950	SH	DEFINE
ITRON INC	COM	465741106	8570	92080	SH	DEFINE
ITT CORP	COM	450911102	5	68	SH	DEFINE
ITT CORP	COM	450911102	2594	38189	SH	DEFINE
ITT CORP	COM	450911102	306	4500	SH	DEFINE
ITURAN LOCATION AND CONTROL LTD	COM	M6158M104	7152	593555	SH	DEFINE
IVAX CORP	NOTE 4.500% 5/1	465823AG7	5188	5000000	PRN	DEFINE
IXIA	COM	45071R109	19746	2264472	SH	DEFINE
IXIA	COM	45071R109	7033	806520	SH	DEFINE
IXIA	COM	45071R109	25677	2944610	SH	DEFINE
JACOBS ENGINEERING GROUP	COM	469814107	3099	41000	SH	DEFINE
JARDEN CORP	COM	471109108	4572	147780	SH	DEFINE
JARDEN CORP	COM	471109108	229	7400	SH	DEFINE
JER INVESTORS TRUST	COM	46614H301	4863	390580	SH	DEFINE
JETBLUE AIRWAYS CORP	DBCV 3.750% 3/1	477143AC5	13781	15000000	PRN	DEFINE
JOHN B SANFILIPPO & SON INC	COM	800422107	1593	195000	SH	DEFINE
JOHN HANCOCK BANK & THRIFT OPPORTU	COM	409735107	13514	1650000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	123207	1875300	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	3471	52830	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	3222	49039	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	71022	1081000	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	38745	589732	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	145998	2222188	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	916213	13945398	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	545	8300	SH	DEFINE
JOHNSON & JOHNSON	COM	478160104	90	1370	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	3565	30180	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	2	17	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	47244	400000	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	508	4300	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	16958	143580	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	189	1600	SH	DEFINE
JOHNSON CONTROLS INC	COM	478366107	27	230	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	1915	18633	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	649	6315	SH	DEFINE
JONES LANG LASALLE INC	COM	48020Q107	144704	1408178	SH	DEFINE
JOY GLOBAL INC	COM	481165108	10	198	SH	DEFINE
JOY GLOBAL INC	COM	481165108	3032	59615	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

JPMORGAN CHASE & CO	COM	46625H100	6410	139896	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	10161	221759	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	3399	74191	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	22986	501652	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	47565	1038078	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	471159	10282830	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	1008	22002	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	33486	730823	SH	DEFINE
JPMORGAN CHASE & CO	COM	46625H100	26	560	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	1726	47146	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	1204	32900	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	4877	133215	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	204391	5582940	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	340	9300	SH	DEFINE
JUNIPER NETWORKS INC	COM	48203R104	51	1390	SH	DEFINE
JUNIPER NETWORKS INC	NOTE	6/148203RAC8	2375750	13000000	PRN	DEFINE
K-SWISS INC	COM	482686102	1319	57580	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COM	484836101	13329	302389	SH	DEFINE
KANSAS CITY LIFE INSURANCE CO	COM	484836101	88	2000	SH	DEFINE
KANSAS CITY SOUTHERN	COM	485170302	39839	1238400	SH	DEFINE
KAYDON CORP	COM	486587108	6379	122700	SH	DEFINE
KB HOME	COM	48666K109	830	33134	SH	DEFINE
KB HOME	COM	48666K109	86	3450	SH	DEFINE
KB HOME	COM	48666K109	51571	2057900	SH	DEFINE
KBR INC	COM	48242W106	723	18646	SH	DEFINE
KELLOGG CO	COM	487836108	1071	19118	SH	DEFINE
KELLWOOD CO	COM	488044108	13401	786000	SH	DEFINE
KELLWOOD CO	COM	488044108	17960	1053370	SH	DEFINE
KELLY SERVICES INC	COM	488152208	45699	2306850	SH	DEFINE
KENNAMETAL INC	COM	489170100	61776	735600	SH	DEFINE
KENNAMETAL INC	COM	489170100	6	76	SH	DEFINE
KENNAMETAL INC	COM	489170100	5877	69975	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COM	492515101	7367	741100	SH	DEFINE
KERYX BIOPHARMACEUTICALS INC	COM	492515101	33694	3389730	SH	DEFINE
KEYCORP	COM	493267108	383	11833	SH	DEFINE
KIMBERLY-CLARK CORP	COM	494368103	5902	84000	SH	DEFINE
KIMBERLY-CLARK CORP	COM	494368103	4470	63624	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	49	1075	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	2306	51000	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	59958	1326200	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	3269	72300	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	864	19100	SH	DEFINE
KIMCO REALTY CORP	COM	49446R109	13260	293300	SH	DEFINE
KINDER MORGAN ENERGY PARTNERS LP	UT LTD PARTNER	494550106	8463	171318	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	128618	7559334	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580103	1	39	SH	DEFINE
KINDRED HEALTHCARE INC	COM	494580903	896	52667	SH	CALL DEFINE
KINROSS GOLD CORP	COM	496902404	198	13190	SH	DEFINE
KITE REALTY GROUP TRUST	COM	49803T102	36	1895	SH	DEFINE
KITE REALTY GROUP TRUST	COM	49803T102	9120	485100	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	1952	35000	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	437	7838	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	38872	696880	SH	DEFINE
KLA-TENCOR CORP	COM	482480100	19	340	SH	DEFINE
KNOT INC	COM	499184109	4619	217260	SH	DEFINE
KNOT INC	COM	499184109	172	8100	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	4	1100	SH	DEFINE
KODIAK OIL & GAS CORP	COM	50015Q100	3661	1109500	SH	DEFINE
KOHL'S CORP	COM	500255104	2014	35128	SH	DEFINE
KOHL'S CORP	COM	500255104	11832	206380	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	7530	500000	SH	DEFINE
KOHLBERG CAPITAL CORP	COM	500233101	5809	385708	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

KOHLBERG CAPITAL CORP	COM	500233101	8595	570739	SH	DEFINE
KONGZHONG CORP	SPONSORED ADR	50047P104	1727	257000	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	19456	432934	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	39294	874356	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	3	68	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	803	17870	SH	DEFINE
KONINKLIJKE PHILIPS ELECTRONICS NV	NY REG SH NEW	500472303	16971	377634	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	82281	1003550	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	200302	2443001	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	22702	276889	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	14911	181860	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	492	6000	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	740	9024	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1560	19027	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	9749	118907	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	4380	53419	SH	DEFINE
KOOKMIN BANK	SPONSORED ADR	50049M109	1384	16877	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	4433	191500	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	12268	529933	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	11522	497705	SH	DEFINE
KOREA ELECTRIC POWER CORP	SPONSORED ADR	500631106	40	1725	SH	DEFINE
KOSAN BIOSCIENCES INC	COM	50064W107	752	150000	SH	DEFINE
KOSAN BIOSCIENCES INC	COM	50064W107	7089	1414991	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	3555	103000	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	72402	2098000	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	319520	9258757	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	23325	675890	SH	DEFINE
KRAFT FOODS INC	COM	50075N104	5830	168938	SH	DEFINE
KROGER CO	COM	501044101	33935	1189850	SH	DEFINE
KROGER CO	COM	501044101	5641	197800	SH	DEFINE
KROGER CO	COM	501044101	200038	7013956	SH	DEFINE
KROGER CO	COM	501044101	28272	991287	SH	DEFINE
KROGER CO	COM	501044101	411	14400	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	681192	27193304	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	77286	3085250	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	6489	259061	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	34368	1371962	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	10	408	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	2939	117332	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	6973	278361	SH	DEFINE
KT CORP	SPONSORED ADR	48268K101	29	1160	SH	DEFINE
L-3 COMMUNICATIONS CORP	COM	502424104	11127	108940	SH	DEFINE
LA-Z-BOY INC	COM	505336107	18961	2569300	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	131	1673	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	619	7915	SH	DEFINE
LABORATORY CORP OF AMERICA HOLDING	COM	50540R409	24511	313320	SH	DEFINE
LADISH CO INC	COM	505754200	2552	46000	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	187	3515	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	59	1100	SH	DEFINE
LAM RESEARCH CORP	COM	512807108	97888	1837930	SH	DEFINE
LAMAR ADVERTISING CO	COM	512815101	700	14295	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	4500	117900	SH	DEFINE
LANCASTER COLONY CORP	COM	513847103	15	400	SH	DEFINE
LAS VEGAS SANDS CORP	COM	517834107	5937	44500	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	72	1700	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	37245	885100	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	901	21400	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	252	6000	SH	DEFINE
LASALLE HOTEL PROPERTIES	COM	517942108	3516	83564	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	COM	51827Q106	11958	222015	SH	DEFINE
LATIN AMERICA EQUITY FUND INC	COM	51827Q106	83	1547	SH	DEFINE
LAYNE CHRISTENSEN COMPANY	COM	521050104	10208	184000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

LAYNE CHRISTENSEN COMPANY	COM	521050104	166	3000	SH	DEFINE
LEAP WIRELESS INTERNATIONAL INC	COM	521863308	1689	20757	SH	DEFINE
LEAP WIRELESS INTERNATIONAL INC	COM	521863308	24	300	SH	DEFINE
LEAP WIRELESS INTERNATIONAL INC	COM	521863308	148211	1821442	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	1716	208060	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	24516	2971610	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	12591	1526160	SH	DEFINE
LEAPFROG ENTERPRISES INC	COM	52186N106	3567	432360	SH	DEFINE
LEAR CORP	COM	521865105	54839	1708388	SH	DEFINE
LEAR CORP	COM	521865105	749	23330	SH	DEFINE
LEAR CORP	COM	521865105	103942	3238055	SH	DEFINE
LEAR CORP	COM	521865105	830	25850	SH	DEFINE
LEAR CORP	COM	521865105	10	300	SH	DEFINE
LEAR CORP	COM	521865105	4567	142288	SH	DEFINE
LECG CORP	COM	523234102	16073	1078730	SH	DEFINE
LECG CORP	COM	523234102	10636	713800	SH	DEFINE
LEGG MASON INC	COM	524901105	256567	3043859	SH	DEFINE
LEGG MASON INC	COM	524901105	3422	40595	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	87040	4542800	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	42	2200	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	1610	84050	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	10490	547469	SH	DEFINE
LEGGETT & PLATT INC	COM	524660107	5247	273840	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM	524908100	3960	64150	SH	DEFINE
LEHMAN BROTHERS HOLDINGS INC	COM	524908100	2747	44500	SH	DEFINE
LENNAR CORP	COM	526057104	11015	486300	SH	DEFINE
LENNAR CORP	COM	526057104	5	212	SH	DEFINE
LENNAR CORP	COM	526057104	20790	917900	SH	DEFINE
LENNAR CORP	COM	526057302	1020	48000	SH	DEFINE
LENNOX INTERNATIONAL INC	COM	526107107	29440	871000	SH	DEFINE
LEUCADIA NATIONAL CORP	COM	527288104	958	19859	SH	DEFINE
LEUCADIA NATIONAL CORP	NOTE	3.750% 4/1527288AX2	7970	3600000	PRN	DEFINE
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	4	800	SH	DEFINE
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	38	8100	SH	DEFINE
LEVEL 3 COMMUNICATIONS INC	COM	52729N100	2039	438400	SH	DEFINE
LEXINGTON REALTY TRUST	PFD CONV SER C	529043309	44325	1007500	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	190530	4587772	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	162	3900	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	292	7020	SH	DEFINE
LEXMARK INTERNATIONAL INC	COM	529771107	18	430	SH	DEFINE
LIBERTY GLOBAL INC	COM	530555101	3506	85470	SH	DEFINE
LIBERTY MEDIA CORP	DEB	3.250% 3/1530715AR2	8417	10000000	PRN	DEFINE
LIBERTY MEDIA HLDG CORP- INTERACTI	COM	53071M104	783	40742	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM	53071M302	359211	2877598	SH	DEFINE
LIBERTY MEDIA HLDG CORP-CAPITAL	COM	53071M302	904	7244	SH	DEFINE
LIBERTY MEDIA INTO MOTOROLA	DEB	3.500% 1/1530715AN1	6523	8000000	PRN	DEFINE
LIBERTY PROPERTY TRUST	COM	531172104	61	1525	SH	DEFINE
LIBERTY PROPERTY TRUST	COM	531172104	7191	178847	SH	DEFINE
LIBERTY PROPERTY TRUST	COM	531172104	13201	328300	SH	DEFINE
LIFE TIME FITNESS INC	COM	53217R207	7230	117860	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	11110	370200	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	783	26100	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	13668	455460	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	0	15	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	4483	149400	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	147	4900	SH	DEFINE
LIFEPOINT HOSPITALS INC	COM	53219L109	23	770	SH	DEFINE
LIMITED BRANDS INC	COM	532716107	367	16050	SH	DEFINE
LINCOLN NATIONAL CORP	COM	534187109	25320	383815	SH	DEFINE
LINCOLN NATIONAL CORP	COM	534187109	264	4000	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	1540	44000	SH	DEFINE
LINEAR TECHNOLOGY CORP	COM	535678106	5	150	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

LINEAR TECHNOLOGY CORP	COM	535678106	1242	35500	SH	DEFINE
LIONBRIDGE TECHNOLOGIES INC	COM	536252109	18969	4754105	SH	DEFINE
LIONS GATE ENTMT CORP	COM	535919203	6556	635900	SH	DEFINE
LIONS GATE ENTMT CORP	COM	535919203	19813	1921700	SH	DEFINE
LIONS GATE ENTMT CORP	COM	535919203	260	25200	SH	DEFINE
LIONS GATE ENTMT CORP	NOTE	3.625% 3/1535919AG9	1006160	10000000	PRN	DEFINE
LIZ CLAIBORNE INC	COM	539320101	183	5320	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	16808	489590	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	1064	31000	SH	DEFINE
LIZ CLAIBORNE INC	COM	539320101	390	11346	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	9498	213630	SH	DEFINE
LLOYDS TSB GROUP PLC	SPONSORED ADR	539439109	267	6000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	54245	500000	SH	DEFINE
LOCKHEED MARTIN CORP	COM	539830109	9876	91032	SH	DEFINE
LOEWS CORP	COM	540424108	49414	1022000	SH	DEFINE
LOEWS CORP	COM	540424108	694	14344	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	2305	78020	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	4433	150000	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	1463	49500	SH	DEFINE
LOGITECH INTERNATIONAL SA	COM	H50430232	86068	2912637	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	6577	234727	SH	DEFINE
LOWE'S COMPANIES INC	COM	548661107	18115	646488	SH	DEFINE
LOWE'S COMPANIES INC	NOTE	2/1548661CF2	1199888	13000000	PRN	DEFINE
LSI CORP	COM	502161102	344855	46476434	SH	DEFINE
LSI CORP	COM	502161102	4	503	SH	DEFINE
LTC PROPERTIES INC	COM	502175102	3238	136800	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	1433	34100	SH	DEFINE
LULULEMON ATHLETICA INC	COM	550021109	13618	324000	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	1017	30000	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	5929	174900	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	1288	38000	SH	DEFINE
LUXOTTICA GROUP SPA	SPONSORED ADR	55068R202	16950	500000	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	1	22	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	290550	6268600	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	167	3600	SH	DEFINE
LYONDELL CHEMICAL CO	COM	552078107	20	430	SH	DEFINE
M & T BANK CORP	COM	55261F104	1515	14640	SH	DEFINE
M/I HOMES INC	COM	55305B101	27334	1967900	SH	DEFINE
MACERICH CO	COM	554382101	98	1120	SH	DEFINE
MACERICH CO	COM	554382101	1471	16800	SH	DEFINE
MACERICH CO	COM	554382101	22683	259000	SH	DEFINE
MACQUARIE INFRASTRUCTURE CO LL	COM	55608B105	1222	31660	SH	DEFINE
MACY'S INC	COM	55616P104	11116	343934	SH	DEFINE
MACY'S INC	COM	55616P104	81	2500	SH	DEFINE
MACY'S INC	COM	55616P104	194	6000	SH	DEFINE
MAINE & MARITIMES CORP	COM	560377103	801	28300	SH	DEFINE
MANITOWOC CO INC	COM	563571108	19	440	SH	DEFINE
MANITOWOC CO INC	COM	563571108	19014	429400	SH	DEFINE
MANNKIND CORP	COM	56400P201	10	1000	SH	DEFINE
MANNKIND CORP	COM	56400P201	10338	1068000	SH	DEFINE
MANNKIND CORP	NOTE	2/156400PAA0	1254	1500000	PRN	DEFINE
MANPOWER INC	COM	56418H100	2268	35245	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	41260	1000000	SH	DEFINE
MANULIFE FINANCIAL CORP	COM	56501R106	332	8054	SH	DEFINE
MARATHON OIL CORP	COM	565849106	2899	50836	SH	DEFINE
MARATHON OIL CORP	COM	565849106	13850	242900	SH	DEFINE
MARCHEX INC	COM	56624R108	14433	1517700	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	18751	905418	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	215	10380	SH	DEFINE
MARINER ENERGY INC	COM	56845T305	64715	3124840	SH	DEFINE
MARKETAXESS HOLDINGS INC	COM	57060D108	4964	330900	SH	DEFINE
MARKETAXESS HOLDINGS INC	COM	57060D108	279	18600	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MARRIOTT INTERNATIONAL INC	COM	571903202	1706	39240	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	882	34599	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	361	14143	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	21465	841750	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	97	3800	SH	DEFINE
MARSH & MCLENNAN COS INC	COM	571748102	14	540	SH	DEFINE
MARSHALL & ILSLEY CORP	COM	571834100	1768	40394	SH	DEFINE
MARTIN MARIETTA MATERIALS INC	COM	573284106	2787	20867	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	COM	G5876H105	1641	100228	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	COM	G5876H105	554	33850	SH	DEFINE
MARVELL TECHNOLOGY GROUP LTD	COM	G5876H105	2837	173276	SH	DEFINE
MASCO CORP	COM	574599106	2827	122000	SH	DEFINE
MASCO CORP	COM	574599106	1872	80787	SH	DEFINE
MASCO CORP	COM	574599106	1736	74912	SH	DEFINE
MASCO CORP	COM	574599106	291	12571	SH	DEFINE
MASCO CORP	COM	574599106	25389	1095750	SH	DEFINE
MASTERCARD INC	COM	57636Q104	2362	15960	SH	DEFINE
MATTEL INC	COM	577081102	700	29831	SH	DEFINE
MATTEL INC	COM	577081102	353017	15047598	SH	DEFINE
MATTEL INC	COM	577081102	23690	1009807	SH	DEFINE
MATTEL INC	COM	577081102	44	1865	SH	DEFINE
MATTEL INC	COM	577081102	3529	150436	SH	DEFINE
MAX CAPITAL GROUP LIMITED	COM	G6052F103	5828	207840	SH	DEFINE
MAX CAPITAL GROUP LIMITED	COM	G6052F103	174	6200	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COM	57772K101	828	28200	SH	DEFINE
MAXIM INTEGRATED PRODUCTS INC	COM	57772K101	98901	3369700	SH	DEFINE
MB FINANCIAL INC	COM	55264U108	17269	499840	SH	DEFINE
MBIA INC	COM	55262C100	13614	223000	SH	DEFINE
MBIA INC	COM	55262C100	1603	26258	SH	DEFINE
MBIA INC	COM	55262C100	1970	32270	SH	DEFINE
MBIA INC	COM	55262C100	39151	641300	SH	DEFINE
MCCORMICK & CO INC	COM	579780206	93094	2588095	SH	DEFINE
MCCORMICK & CO INC	COM	579780206	290	8059	SH	DEFINE
MCDERMOTT INTERNATIONAL INC	COM	580037109	442	8180	SH	DEFINE
MCDONALD'S CORP	COM	580135101	6237	114500	SH	DEFINE
MCDONALD'S CORP	COM	580135101	9127	167558	SH	DEFINE
MCDONALD'S CORP	COM	580135101	18265	335317	SH	DEFINE
MCGRAW-HILL COMPANIES INC	COM	580645109	21437	421078	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	68149	1664600	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	66	1620	SH	DEFINE
MDC HOLDINGS INC	COM	552676108	68596	1675530	SH	DEFINE
MDU RESOURCES GROUP INC	COM	552690109	778	27928	SH	DEFINE
MEADWESTVACO CORP	COM	583334907	77364	2619834	SH	CALL DEFINE
MEADWESTVACO CORP	COM	583334107	47416	1605700	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	181956	6161729	SH	DEFINE
MEADWESTVACO CORP	COM	583334107	6	187	SH	DEFINE
MEDAREX INC	COM	583916101	988	69800	SH	DEFINE
MEDAREX INC	COM	583916101	48	3400	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	4360	48240	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	16099	178104	SH	DEFINE
MEDCO HEALTH SOLUTIONS INC	COM	58405U102	1083	11980	SH	DEFINE
MEDICINES CO	COM	584688105	43	2410	SH	DEFINE
MEDICINES CO	COM	584688105	16495	926143	SH	DEFINE
MEDTRONIC INC	COM	585055106	1678	29750	SH	DEFINE
MEDTRONIC INC	COM	585055106	252	4467	SH	DEFINE
MEDTRONIC INC	COM	585055106	3385	60000	SH	DEFINE
MEDTRONIC INC	COM	585055106	5870	104051	SH	DEFINE
MEDTRONIC INC	COM	585055106	49739	881733	SH	DEFINE
MEDTRONIC INC	COM	585055106	31315	555140	SH	DEFINE
MEDTRONIC INC	COM	585055106	186	3300	SH	DEFINE
MEDTRONIC INC	COM	585055106	14	250	SH	DEFINE
MEDTRONIC INC	COM	585055106	282	5000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MEDTRONIC INC	NOTE	1.500%	4/1585055A	4445	4000000	PRN	DEFINE
MENS WEARHOUSE INC	COM		587118100	28928	572600	SH	DEFINE
MENS WEARHOUSE INC	COM		587118100	1930	38202	SH	DEFINE
MENS WEARHOUSE INC	COM		587118100	102447	2027857	SH	DEFINE
MENTOR CORP	COM		587188103	912	19800	SH	DEFINE
MERCADOLIBRE INC	COM		58733R102	2701	73750	SH	DEFINE
MERCADOLIBRE INC	COM		58733R102	9418	257100	SH	DEFINE
MERCER INS GROUP INC	COM		587902107	442	25000	SH	DEFINE
MERCER INTERNATIONAL INC	COM		588056101	24099	2550200	SH	DEFINE
MERCK & CO INC	COM		589331107	763956	14779573	SH	DEFINE
MERCK & CO INC	COM		589331107	52915	1023702	SH	DEFINE
MERCK & CO INC	COM		589331107	2466	47700	SH	DEFINE
MERCK & CO INC	COM		589331107	1577	30517	SH	DEFINE
MERCK & CO INC	COM		589331107	25845	500000	SH	DEFINE
MERCK & CO INC	COM		589331107	31273	605010	SH	DEFINE
MERCK & CO INC	COM		589331107	131088	2536036	SH	DEFINE
MERCK & CO INC	COM		589331107	1186022	22944910	SH	DEFINE
MERCK & CO INC	COM		589331107	2843	55005	SH	DEFINE
MERCK & CO INC	COM		589331107	6971	134860	SH	DEFINE
MERCK & CO INC	COM		589331107	175822	3401478	SH	DEFINE
MERCK & CO INC	COM		589331107	15943	308434	SH	DEFINE
MERCK & CO INC	COM		589331107	1486	28749	SH	DEFINE
MERCURY GENERAL CORP	COM		589400100	30320	562219	SH	DEFINE
MERCURY GENERAL CORP	COM		589400100	124	2300	SH	DEFINE
MERIDIAN GOLD INC	COM		589975101	17	500	SH	DEFINE
MERIDIAN GOLD INC	COM		589975101	33315	1006500	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	127329	1786319	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	1413	19821	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	3063	42978	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	3380	47425	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	15018	210685	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	67943	953190	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	48708	683328	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	6112	85751	SH	DEFINE
MERRILL LYNCH & CO INC	COM		590188108	980	13747	SH	DEFINE
MERRILL LYNCH & CO INC	NOTE		3/1590188W46	4440297	39210000	PRN	DEFINE
MESA AIR GROUP INC	COM		590479101	1998	450000	SH	DEFINE
MESA AIR GROUP INC	COM		590479101	7	1600	SH	DEFINE
METAL MANAGEMENT INC	COM		591097209	5875	108395	SH	DEFINE
METHODE ELECTRONICS INC	COM		591520200	10803	717809	SH	DEFINE
METLIFE INC	COM		59156R108	31929	457900	SH	DEFINE
METLIFE INC	COM		59156R108	2882	41335	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM		591708102	1753	64277	SH	DEFINE
METROPCS COMMUNICATIONS INC	COM		591708102	73334	2688180	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM		592688105	52183	511600	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM		592688105	30905	302989	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM		592688105	5100	50000	SH	DEFINE
METTLER-TOLEDO INTERNATIONAL INC	COM		592688105	121991	1195990	SH	DEFINE
MEXICO FUND INC	COM		592835102	26328	620800	SH	DEFINE
MGIC INVESTMENT CORP	COM		552848103	22882	708200	SH	DEFINE
MGIC INVESTMENT CORP	COM		552848103	39	1200	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	3813	104974	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	2322	63939	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	8154	224510	SH	DEFINE
MICROCHIP TECHNOLOGY INC	COM		595017104	155114	4270751	SH	DEFINE
MICRON TECHNOLOGY INC	COM		595112103	46	4100	SH	DEFINE
MICRON TECHNOLOGY INC	COM		595112103	2909	262100	SH	DEFINE
MICRON TECHNOLOGY INC	NOTE	1.875%	6/0595112AH6	19575	20000000	PRN	DEFINE
MICROS SYSTEMS INC	COM		594901100	22410	344400	SH	DEFINE
MICROSEMI CORP	COM		595137100	26331	944435	SH	DEFINE
MICROSEMI CORP	COM		595137100	7900	283340	SH	DEFINE
MICROSEMI CORP	COM		595137100	207780	7452652	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MICROSEMI CORP	COM	595137100	234	8400	SH	DEFINE
MICROSEMI CORP	COM	595137100	38	1370	SH	DEFINE
MICROSOFT CORP	COM	594918104	1883517	63934717	SH	DEFINE
MICROSOFT CORP	COM	594918104	68129	2312606	SH	DEFINE
MICROSOFT CORP	COM	594918104	4920	167000	SH	DEFINE
MICROSOFT CORP	COM	594918104	844670	28671759	SH	DEFINE
MICROSOFT CORP	COM	594918104	7082	240378	SH	DEFINE
MICROSOFT CORP	COM	594918104	34616	1175000	SH	DEFINE
MICROSOFT CORP	COM	594918104	32000	1086220	SH	DEFINE
MICROSOFT CORP	COM	594918104	95362	3236996	SH	DEFINE
MICROSOFT CORP	COM	594918104	110709	3757930	SH	DEFINE
MICROSOFT CORP	COM	594918104	2853	96850	SH	DEFINE
MICROSOFT CORP	COM	594918104	13563	460400	SH	DEFINE
MICROSOFT CORP	COM	594918104	206893	7022834	SH	DEFINE
MICROSOFT CORP	COM	594918104	193	6560	SH	DEFINE
MICROSOFT CORP	COM	594918104	27229	924280	SH	DEFINE
MICROSOFT CORP	COM	594918104	2122	72030	SH	DEFINE
MICROTUNE INC	COM	59514P109	6103	1013800	SH	DEFINE
MICROTUNE INC	COM	59514P109	13171	2187800	SH	DEFINE
MIDCAP SPDR TRUST	UNIT SER 1	595635103	5870	36482	SH	DEFINE
MIDLAND CO	COM	597486109	21160	385000	SH	DEFINE
MILLIPORE CORP	COM	601073109	10187	134390	SH	DEFINE
MILLIPORE CORP	COM	601073109	30320	400000	SH	DEFINE
MILLIPORE CORP	COM	601073109	449	5929	SH	DEFINE
MILLIPORE CORP	COM	601073109	99	1310	SH	DEFINE
MINDRAY MEDICAL INTL LTD	SPONSORED ADR	602675100	863	20100	SH	DEFINE
MINE SAFETY APPLIANCES CO	COM	602720104	64993	1379600	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	14236	212475	SH	DEFINE
MINERALS TECHNOLOGIES INC	COM	603158106	14633	218400	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	9346	1029280	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	11943	1315254	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	1	157	SH	DEFINE
MITSUBISHI UFJ FINANCIAL GROUP INC	SPONSORED ADR	606822104	45	4942	SH	DEFINE
MOBILE MINI INC	COM	60740F105	15694	649600	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	202445	2920860	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	46531	671350	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	604	8720	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	69	1000	SH	DEFINE
MOBILE TELESYSTEMS OJSC	SPONSORED ADR	607409109	89084	1285300	SH	DEFINE
MOLEX INC	COM	608554101	7	244	SH	DEFINE
MOLEX INC	COM	608554101	3945	146483	SH	DEFINE
MOLEX INC	COM	608554101	204	7566	SH	DEFINE
MOLEX INC	COM	608554200	3715	146483	SH	DEFINE
MOLEX INC	COM	608554200	83	3292	SH	DEFINE
MONACO COACH CORP	COM	60886R103	36507	2602100	SH	DEFINE
MONSANTO CO	COM	61166W101	99030	1155000	SH	DEFINE
MONSANTO CO	COM	61166W101	1511	17622	SH	DEFINE
MONSANTO CO	COM	61166W101	6859	80000	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	53247	3008300	SH	DEFINE
MONTPELIER RE HOLDINGS LTD	COM	G62185106	108	6100	SH	DEFINE
MOODY'S CORP	COM	615369105	40	791	SH	DEFINE
MOODY'S CORP	COM	615369105	27115	538000	SH	DEFINE
MOODY'S CORP	COM	615369105	2416	47928	SH	DEFINE
MOODY'S CORP	COM	615369105	15609	309710	SH	DEFINE
MORGAN STANLEY	COM	617446448	2236	35499	SH	DEFINE
MORGAN STANLEY	COM	617446448	12990	206197	SH	DEFINE
MORGAN STANLEY	COM	617446448	3226	51200	SH	DEFINE
MORGAN STANLEY	COM	617446448	3972	63041	SH	DEFINE
MORGAN STANLEY	COM	617446448	3067	48690	SH	DEFINE
MORGAN STANLEY	COM	617446448	17503	277830	SH	DEFINE
MORGAN STANLEY	COM	617446448	4838	76800	SH	DEFINE
MORGAN STANLEY	COM	617446448	1004	15944	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

MORGAN STANLEY	COM	617446448	5781	91757	SH	DEFINE
MORGAN STANLEY	COM	617446448	56311	893823	SH	DEFINE
MORGAN STANLEY	COM	617446448	6707	106459	SH	DEFINE
MORGAN STANLEY	COM	617446448	866	13749	SH	DEFINE
MOSYS INC.	COM	619718109	71	10000	SH	DEFINE
MOTOROLA INC	COM	620076109	644111	34760460	SH	DEFINE
MOTOROLA INC	COM	620076109	5077	273999	SH	DEFINE
MOTOROLA INC	COM	620076109	2316	125000	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	86581	2395700	SH	DEFINE
MUELLER INDUSTRIES INC	COM	624756102	361	10000	SH	DEFINE
MURPHY OIL CORP	COM	626717102	2	31	SH	DEFINE
MURPHY OIL CORP	COM	626717102	1059	15158	SH	DEFINE
MURPHY OIL CORP	COM	626717102	7814	111800	SH	DEFINE
MWI VETERINARY SUPPLY INC	COM	55402X105	4777	126535	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	319	19995	SH	DEFINE
MYLAN LABORATORIES INC	COM	628530107	123	7710	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	1043	20000	SH	DEFINE
MYRIAD GENETICS INC	COM	62855J104	92858	1780600	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	4089	132890	SH	DEFINE
NABORS INDUSTRIES LTD	COM	G6359F103	7070	229780	SH	DEFINE
NACCO INDUSTRIES INC	COM	629579103	31663	305984	SH	DEFINE
NASDAQ STOCK MARKET INC	COM	631103108	842	22341	SH	SOLE
NASH FINCH CO	COM	631158102	239	6000	SH	DEFINE
NASHUA CORP	COM	631226107	3973	357930	SH	DEFINE
NATIONAL BANK OF GREECE SA	SPONSORED ADR	633643408	3052	236425	SH	DEFINE
NATIONAL CINEMEDIA INC	COM	635309107	93	4150	SH	DEFINE
NATIONAL CINEMEDIA INC	COM	635309107	194	8650	SH	DEFINE
NATIONAL CITY CORP	COM	635405103	393	15670	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	12664	239042	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	6984	131825	SH	DEFINE
NATIONAL FINANCIAL PARTNERS CORP	COM	63607P208	217	4100	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COM	636518102	9285	270462	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COM	636518102	9	255	SH	DEFINE
NATIONAL INSTRUMENTS CORP	COM	636518102	18763	546552	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	83492	577802	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	5353	37046	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	8125	56225	SH	DEFINE
NATIONAL OILWELL VARCO INC	COM	637071101	513014	3550271	SH	DEFINE
NATIONAL RV HOLDINGS INC	COM	637277104	130	295000	SH	DEFINE
NATIONAL WESTERN LIFE INSURANCE CO	COM	638522102	38394	150000	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	19006	353133	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	8	151	SH	DEFINE
NATIONWIDE FINANCIAL SERVICES INC	COM	638612101	57	1052	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	2793	92700	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	39802	1321000	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	1995	66200	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	563	18700	SH	DEFINE
NATIONWIDE HEALTH PROPERTIES INC	COM	638620104	9152	303740	SH	DEFINE
NAVTEQ CORP	COM	63936L100	352878	4525820	SH	DEFINE
NAVTEQ CORP	COM	63936L100	8810	112990	SH	DEFINE
NAVTEQ CORP	COM	63936L100	3353	43000	SH	DEFINE
NAVTEQ CORP	COM	63936L100	10222	131100	SH	DEFINE
NAVTEQ CORP	COM	63936L100	234	3000	SH	DEFINE
NAVTEQ CORP	COM	63936L100	624	8000	SH	DEFINE
NEC CORP	SPONSORED ADR	629050204	69	14625	SH	DEFINE
NEKTAR THERAPEUTIC	COM	640268108	1858	210400	SH	DEFINE
NETFLIX COM INC	COM	64110L106	1002	48350	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	1	34	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	7383	204460	SH	DEFINE
NETLOGIC MICROSYSTEMS INC	COM	64118B100	37518	1039000	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	1184	43981	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	699	25980	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NETWORK APPLIANCE INC	COM	64120L104	9558	355185	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	155034	5761190	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	218	8100	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	40	1470	SH	DEFINE
NETWORK APPLIANCE INC	COM	64120L104	242	9000	SH	DEFINE
NEUSTAR INC	COM	64126X201	6	169	SH	DEFINE
NEUSTAR INC	COM	64126X201	1353	39450	SH	DEFINE
NEUSTAR INC	COM	64126X201	5002	145880	SH	DEFINE
NEW AMER HIGH INCOME FD INC	COM	641876107	19	10126	SH	DEFINE
NEW IRELAND FUND INC	COM	645673104	3800	135000	SH	DEFINE
NEW JERSEY RESOURCES CORP	COM	646025106	201	4050	SH	DEFINE
NEW ORIENTAL EDUCATION & TECH GROU	SPONSORED ADR	647581107	2022	30385	SH	DEFINE
NEW YORK COMMUNITY BANCORP INC	COM	649445103	221	11620	SH	DEFINE
NEW YORK TIMES CO	COM	650111107	2973	150480	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	45	2560	SH	DEFINE
NEWCASTLE INVESTMENT CORP	COM	65105M108	10579	600400	SH	DEFINE
NEWELL RUBBERMAID INC	COM	651229106	296	10270	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	11	226	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	323	6700	SH	DEFINE
NEWFIELD EXPLORATION COMPANY	COM	651290108	3145	65300	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	1875	41910	SH	DEFINE
NEWMONT MINING CORP	COM	651639106	32238	720714	SH	DEFINE
NEWPARK RESOURCES INC	COM	651718504	1522	283890	SH	DEFINE
NEWS CORP INC	COM	65248E104	1596183	72586772	SH	DEFINE
NEWS CORP INC	COM	65248E104	131379	5974487	SH	DEFINE
NEWS CORP INC	COM	65248E104	858722	39050575	SH	DEFINE
NEWS CORP INC	COM	65248E104	4195	190774	SH	DEFINE
NEWS CORP INC	COM	65248E104	30774	1399450	SH	DEFINE
NEWS CORP INC	COM	65248E104	9394	427194	SH	DEFINE
NEWS CORP INC	COM	65248E104	12722	578520	SH	DEFINE
NEWS CORP INC	COM	65248E104	3027	137645	SH	DEFINE
NEWS CORP INC	COM	65248E104	156221	7104204	SH	DEFINE
NEWS CORP INC	COM	65248E104	217	9860	SH	DEFINE
NEWS CORP INC	COM	65248E104	27806	1264496	SH	DEFINE
NEWS CORP INC	COM	65248E104	2016	91674	SH	DEFINE
NEWS CORP INC	COM	65248E203	4195	179336	SH	DEFINE
NEWS CORP INC	COM	65248E203	275	11775	SH	DEFINE
NEWS CORP INC	COM	65248E203	11744	502112	SH	DEFINE
NEWS CORP INC	COM	65248E203	9930	424560	SH	DEFINE
NEWSTAR FINANCIAL INC	COM	65251F105	12261	1090800	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COM	65411N105	6482	264466	SH	DEFINE
NIGHTHAWK RADIOLOGY HOLDINGS INC	COM	65411N105	971	39600	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	3343	40689	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	2859	34800	SH	DEFINE
NII HOLDINGS INC	COM	62913F201	372153	4530160	SH	DEFINE
NIKE INC	COM	654106103	2299	39200	SH	DEFINE
NIKE INC	COM	654106103	5708	97300	SH	DEFINE
NIKE INC	COM	654106103	14839	252971	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	288	12383	SH	DEFINE
NIPPON TELEGRAPH & TELEPHONE CORP	SPONSORED ADR	654624105	82	3528	SH	DEFINE
NISOURCE INC	COM	65473P105	286	14953	SH	DEFINE
NISOURCE INC	COM	65473P105	97614	5100000	SH	DEFINE
NISSAN MOTOR CO LTD	SPONSORED ADR	654744408	14114	705343	SH	DEFINE
NISSAN MOTOR CO LTD	SPONSORED ADR	654744408	46	2300	SH	DEFINE
NOBLE CORP	COM	G65422100	24215	493680	SH	DEFINE
NOBLE CORP	COM	G65422100	6	132	SH	DEFINE
NOBLE CORP	COM	G65422100	838	17088	SH	DEFINE
NOBLE CORP	COM	G65422100	5621	114600	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	3001	42851	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	581	8300	SH	DEFINE
NOBLE ENERGY INC	COM	655044105	41078	586500	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	3093	81556	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

NOKIA CORP	SPONSORED ADR	654902204	939	24748	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	23105	609139	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	113430	2990497	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	296	7800	SH	DEFINE
NOKIA CORP	SPONSORED ADR	654902204	47	1250	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	6514	391246	SH	DEFINE
NOMURA HOLDINGS INC	SPONSORED ADR	65535H208	437	26260	SH	DEFINE
NORDSON CORP	COM	655663102	63321	1261122	SH	DEFINE
NORDSTROM INC	COM	655664100	3429	73138	SH	DEFINE
NORDSTROM INC	COM	655664100	3790	80825	SH	DEFINE
NORDSTROM INC	COM	655664100	80876	1724810	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	74366	1432600	SH	DEFINE
NORFOLK SOUTHERN CORP	COM	655844108	7447	143451	SH	DEFINE
NORSK HYDRO ASA	SPONSORED ADR	656531605	1301	30000	SH	DEFINE
NORTEL NETWORKS CORP	NOTE 4.250% 9/0	656568AB8	219294	222349000	PRN	DEFINE
NORTH AMERICAN ENERGY PARTNERS INC	COM	656844107	3314	192000	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	44929	1572600	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	97	3400	SH	DEFINE
NORTHEAST UTILITIES	COM	664397106	28570	1000000	SH	DEFINE
NORTHERN TRUST CORP	COM	665859104	284	4281	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	78000	1000000	SH	DEFINE
NORTHROP GRUMMAN CORP	COM	666807102	9857	126372	SH	DEFINE
NORTHSTAR NEUROSCIENCE INC	COM	66704V101	660	59100	SH	DEFINE
NORTHWEST AIRLINES CORP	COM	667280408	128562	7222567	SH	DEFINE
NORTHWEST PIPE COMPANY	COM	667746101	11724	310000	SH	DEFINE
NORTHWESTERN CORP	*W EXP 11/01/200	668074115	425	106864	SH	DEFINE
NORTHWESTERN CORP	COM	668074305	57768	2126186	SH	DEFINE
NOVAGOLD RES INC	COM	66987E206	1	85	SH	DEFINE
NOVAGOLD RES INC	COM	66987E206	3302	200000	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	11304	205680	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	25833	470035	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	6408	116600	SH	DEFINE
NOVARTIS AG	SPONSORED ADR	66987V109	5346	97275	SH	DEFINE
NOVO-NORDISK AS	SPONSORED ADR	670100205	2	18	SH	DEFINE
NOVO-NORDISK AS	SPONSORED ADR	670100205	416	3440	SH	DEFINE
NOVO-NORDISK AS	SPONSORED ADR	670100205	8231	68000	SH	DEFINE
NSTAR	COM	67019E107	469	13480	SH	DEFINE
NSTAR	COM	67019E107	1316	37800	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	2030	105123	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	6889	356750	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	128056	6631615	SH	DEFINE
NUANCE COMMUNICATIONS INC	COM	67020Y100	448	23200	SH	DEFINE
NUCOR CORP	COM	670346105	280855	4722639	SH	DEFINE
NUCOR CORP	COM	670346105	107	1800	SH	DEFINE
NUCOR CORP	COM	670346105	14041	236100	SH	DEFINE
NUVEEN INSURED N Y TAX FREE ADVANT	COM	670656107	531	38600	SH	DEFINE
NVIDIA CORP	COM	67066G104	317	8749	SH	DEFINE
NVIDIA CORP	COM	67066G104	93057	2567810	SH	DEFINE
NVR INC	COM	62944T105	776	1651	SH	DEFINE
NVR INC	COM	62944T105	41015	87220	SH	DEFINE
OAKLEY INC	COM	673662102	402	13833	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	8113	126600	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	350	5464	SH	DEFINE
OCCIDENTAL PETROLEUM CORP	COM	674599105	24857	387900	SH	DEFINE
OCULUS INNOVATIVE SCIENCES INC	COM	67575P108	289	39000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	5774	280000	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	2	99	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	2747	133214	SH	DEFINE
OFFICE DEPOT INC	COM	676220106	3789	183759	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	14618	426560	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	209	6100	SH	DEFINE
OFFICEMAX INCORPRATED	COM	67622P101	7740	225863	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

OIL STATES INTERNATIONAL INC	COM	678026105	48609	1006400	SH	DEFINE
OIL STATES INTERNATIONAL INC	COM	678026105	7332	151800	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	251303	13409983	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	305795	16317791	SH	DEFINE
OLD REPUBLIC INTERNATIONAL CORP	COM	680223104	186	9943	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	127	8150	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	7142	459900	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	474	30500	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	134	8600	SH	DEFINE
OMEGA HEALTHCARE INVESTORS INC	COM	681936100	2112	135974	SH	DEFINE
OMNICARE INC	COM	681904108	1076	32480	SH	DEFINE
OMNICARE INC	COM	681904108	1642	49560	SH	DEFINE
OMNICARE INC	COM	681904108	26033	785790	SH	DEFINE
OMNICARE INC	COM	681904108	1	45	SH	DEFINE
OMNICARE INC	COM	681904108	327	9880	SH	DEFINE
OMNICARE INC	COM	681904108	2074	62600	SH	DEFINE
OMNICARE INC	COM	681904108	5908	178320	SH	DEFINE
OMNICARE INC	COM	681904108	11576	349411	SH	DEFINE
OMNICARE INC	DBCV	3.250%12/1681904AL2	13020	16000000	PRN	DEFINE
OMNICELL INC	COM	68213N109	6988	244860	SH	DEFINE
OMNICOM GROUP INC	COM	681919106	6	128	SH	DEFINE
OMNICOM GROUP INC	COM	681919106	3075	63940	SH	DEFINE
OMNITURE INC	COM	68212S109	136	4472	SH	DEFINE
OMNITURE INC	COM	68212S109	100078	3300710	SH	DEFINE
OMNIVISION TECHNOLOGIES INC	COM	682128103	29424	1294500	SH	DEFINE
ONEBEACON INSURANCE GROUP LTD	COM	G67742109	16102	747200	SH	DEFINE
ONEOK INC	COM	682680103	213	4500	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	1784	41000	SH	DEFINE
ONYX PHARMACEUTICALS INC	COM	683399109	8304	190810	SH	DEFINE
OPNEXT INC	COM	68375V105	8227	709200	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	1731	66221	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	7083	270973	SH	DEFINE
OPTIONSXPRESS HOLDINGS INC	COM	684010101	104849	4011052	SH	DEFINE
ORACLE CORP	COM	68389X105	1532096	70766547	SH	DEFINE
ORACLE CORP	COM	68389X105	59248	2736647	SH	DEFINE
ORACLE CORP	COM	68389X105	3902	180251	SH	DEFINE
ORACLE CORP	COM	68389X105	10825	500000	SH	DEFINE
ORACLE CORP	COM	68389X105	1910	88200	SH	DEFINE
ORACLE CORP	COM	68389X105	10269	474300	SH	DEFINE
ORACLE CORP	COM	68389X105	62428	2883490	SH	DEFINE
ORACLE CORP	COM	68389X105	1494	69030	SH	DEFINE
ORACLE CORP	COM	68389X105	10924	504580	SH	DEFINE
ORACLE CORP	COM	68389X105	92204	4258829	SH	DEFINE
ORACLE CORP	COM	68389X105	211	9740	SH	DEFINE
ORACLE CORP	COM	68389X105	25332	1170070	SH	DEFINE
ORACLE CORP	COM	68389X105	1965	90750	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	8182	367891	SH	DEFINE
ORBITAL SCIENCES CORP	COM	685564106	34554	1553700	SH	DEFINE
ORBOTECH LTD	COM	M75253100	12927	614700	SH	DEFINE
ORBOTECH LTD	COM	M75253100	448	21300	SH	DEFINE
ORBOTECH LTD	COM	M75253100	2736	130100	SH	DEFINE
OREXIGEN THERAPEUTICS INC	COM	686164104	5190	392900	SH	DEFINE
ORIENT EXPRESS HOTELS LTD	COM	G67743107	70292	1371010	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	62156	1003000	SH	DEFINE
OSHKOSH TRUCK CORP	COM	688239201	1082	17460	SH	DEFINE
OUTDOOR CHANNEL HOLDINGS INC	COM	690027206	1958	216800	SH	DEFINE
OVERSEAS SHIPHOLDING GROUP INC	COM	690368105	107485	1399000	SH	DEFINE
OWENS & MINOR INC	COM	690732102	14815	388957	SH	DEFINE
OWENS CORNING INC	COM	690742901	58141	2320988	SH	CALL DEFINE
OWENS CORNING INC	COM	690742101	113844	4544664	SH	DEFINE
P & F INDS INC	COM	692830508	171	15000	SH	DEFINE
P.A.M. TRANSPORTATION SVCS INC	COM	693149106	4570	253915	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PACER INTERNATIONAL INC	COM		69373H106	20692	1086206	SH	DEFINE
PACIFICARE HEALTH SYSTEMS INC	DBCV	3.000%10/1	695112AG7	7115	2000000	PRN	DEFINE
PALL CORP	COM		696429307	19450	500000	SH	DEFINE
PALL CORP	COM		696429307	736	18915	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COM		69811Q106	0	9	SH	DEFINE
PANACOS PHARMACEUTICALS INC	COM		69811Q106	1254	783900	SH	DEFINE
PANERA BREAD CO	COM		69840W108	3	71	SH	DEFINE
PANERA BREAD CO	COM		69840W108	73	1800	SH	DEFINE
PANERA BREAD CO	COM		69840W108	39292	963040	SH	DEFINE
PAR PHARMACEUTICAL COMPANIES INC	COM		69888P106	8724	470057	SH	DEFINE
PARAMETRIC TECHNOLOGY CORP	COM		699173209	1268	72800	SH	DEFINE
PAREXEL INTERNATIONAL CORP	COM		699462107	26908	652000	SH	DEFINE
PARKER HANNIFIN CORP	COM		701094104	7	67	SH	DEFINE
PARKER HANNIFIN CORP	COM		701094104	263	2350	SH	DEFINE
PARKWAY PROPERTIES INC	COM		70159Q104	23	530	SH	DEFINE
PARKWAY PROPERTIES INC	COM		70159Q104	6599	149500	SH	DEFINE
PARTNERRE LTD	COM		G6852T105	324	4100	SH	DEFINE
PATTERSON COS INC	COM		703395103	1435	37175	SH	DEFINE
PAYCHEX INC	COM		704326107	2645	64504	SH	DEFINE
PAYCHEX INC	COM		704326107	2050	50000	SH	DEFINE
PAYCHEX INC	COM		704326107	1193	29100	SH	DEFINE
PAYCHEX INC	COM		704326107	19178	467756	SH	DEFINE
PAYCHEX INC	COM		704326107	108876	2655520	SH	DEFINE
PAYCHEX INC	COM		704326107	246	6000	SH	DEFINE
PDL BIOPHARMA INC	COM		69329Y104	2687	124331	SH	DEFINE
PDL BIOPHARMA INC	COM		69329Y104	70266	3251540	SH	DEFINE
PDL BIOPHARMA INC	COM		69329Y104	29	1340	SH	DEFINE
PROTEIN DESIGN LABS INC	NOTE	2.750% 8/1	74369LAD5	25563	21990000	PRN	DEFINE
PEABODY ENERGY CORP	COM		704549104	95017	1984900	SH	DEFINE
PEABODY ENERGY CORP	COM		704549104	2	40	SH	DEFINE
PEABODY ENERGY CORP	COM		704549104	4548	95000	SH	DEFINE
PEABODY ENERGY CORP	COM		704549104	620	12950	SH	DEFINE
PEABODY ENERGY CORP	COM		704549104	18829	393335	SH	DEFINE
PEABODY ENERGY CORP	COM		704549104	46529	971984	SH	DEFINE
PEABODY ENERGY CORP	COM		704549104	201	4200	SH	DEFINE
PEABODY ENERGY CORP	COM		704549104	34	710	SH	DEFINE
PEABODY ENERGY CORP	COM		704549104	287	6000	SH	DEFINE
PEARSON PLC	SPONSORED ADR		705015105	5527	357471	SH	DEFINE
PEARSON PLC	SPONSORED ADR		705015105	0	2	SH	DEFINE
PENN NATIONAL GAMING INC	COM		707569109	21979	372400	SH	DEFINE
PENN VIRGINIA CORP	COM		707882106	220	5000	SH	DEFINE
PENN VIRGINIA RESOURCES PARTNERS L	COM		707884102	208	7600	SH	DEFINE
PENNEY JC CO INC	COM		708160106	2769	43700	SH	DEFINE
PENNEY JC CO INC	COM		708160106	2203	34767	SH	DEFINE
PENTAIR INC	COM		709631105	17614	530870	SH	DEFINE
PENTAIR INC	COM		709631105	1239	37350	SH	DEFINE
PENTAIR INC	COM		709631105	388	11700	SH	DEFINE
PENTAIR INC	COM		709631105	449	13528	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM		709754105	11355	1031349	SH	DEFINE
PENWEST PHARMACEUTICALS CO	COM		709754105	16280	1478636	SH	DEFINE
PEOPLE'S UNITED FINANCIAL INC	COM		712704105	34673	2006560	SH	DEFINE
PEOPLE'S UNITED FINANCIAL INC	COM		712704105	7	424	SH	DEFINE
PEOPLE'S UNITED FINANCIAL INC	COM		712704105	99	5725	SH	DEFINE
PEOPLES BANCORP INC	COM		709789101	27116	1035747	SH	DEFINE
PEOPLES BANCORP INC	COM		709789101	31	1200	SH	DEFINE
PEPCO HOLDINGS INC	COM		713291102	142	5236	SH	DEFINE
PEPCO HOLDINGS INC	COM		713291102	37912	1400000	SH	DEFINE
PEPSIAMERICAS INC	COM		71343P200	733	22600	SH	DEFINE
PEPSICO INC	COM		713448108	2344	32000	SH	DEFINE
PEPSICO INC	COM		713448108	239	3264	SH	DEFINE
PEPSICO INC	COM		713448108	6894	94110	SH	DEFINE
PEPSICO INC	COM		713448108	88567	1208947	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PEPSICO INC	COM	713448108	65285	891140	SH	DEFINE
PEPSICO INC	COM	713448108	132	1800	SH	DEFINE
PERFECT WORLD CO LTD	SPONSORED ADR	71372U104	1794	65700	SH	DEFINE
PERKINELMER INC	COM	714046109	8	269	SH	DEFINE
PERKINELMER INC	COM	714046109	525	17968	SH	DEFINE
PETROCHINA CO LTD	SPONSORED ADR	71646E100	7220	39003	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	5399	328808	SH	DEFINE
PETROHAWK ENERGY CORP	COM	716495106	218	13280	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	COM	71654V101	22521	348090	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	COM	71654V101	12	192	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	COM	71654V101	35	540	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	COM	71654V101	4652	71900	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	COM	71654V101	1110401	17162308	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	COM	71654V101	36774	568383	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	14141	187300	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	3716	49220	SH	DEFINE
PETROLEO BRASILEIRO SA (PETROBRAS)	SPONSORED ADR	71654V408	6493	86000	SH	DEFINE
PETROLEUM & RESOURCES CORP	COM	716549100	6057	150000	SH	DEFINE
PETROLEUM & RESOURCES CORP	COM	716549100	25	623	SH	DEFINE
PETSMART INC	COM	716768106	1852	58056	SH	DEFINE
PETSMART INC	COM	716768106	16546	518684	SH	DEFINE
PETSMART INC	COM	716768106	115926	3634040	SH	DEFINE
PFIZER INC	COM	717081103	1371974	56159406	SH	DEFINE
PFIZER INC	COM	717081103	83023	3398384	SH	DEFINE
PFIZER INC	COM	717081103	31840	1303300	SH	DEFINE
PFIZER INC	COM	717081103	178161	7292730	SH	DEFINE
PFIZER INC	COM	717081103	657087	26896710	SH	DEFINE
PFIZER INC	COM	717081103	7637	312589	SH	DEFINE
PFIZER INC	COM	717081103	53013	2170000	SH	DEFINE
PFIZER INC	COM	717081103	63713	2607978	SH	DEFINE
PFIZER INC	COM	717081103	66607	2726425	SH	DEFINE
PFIZER INC	COM	717081103	1772672	72561260	SH	DEFINE
PFIZER INC	COM	717081103	3525	144276	SH	DEFINE
PFIZER INC	COM	717081103	11311	462996	SH	DEFINE
PFIZER INC	COM	717081103	182752	7480634	SH	DEFINE
PFIZER INC	COM	717081103	209	8550	SH	DEFINE
PFIZER INC	COM	717081103	25492	1043479	SH	DEFINE
PFIZER INC	COM	717081103	504	20611	SH	DEFINE
PG&E CORP	COM	69331C108	27	562	SH	DEFINE
PG&E CORP	COM	69331C108	756196	15820000	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	13297	375200	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	18682	527154	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	145	4100	SH	DEFINE
PHARMACEUTICAL PRODUCT DEVELOPMENT	COM	717124101	100520	2836352	SH	DEFINE
PHARMERICA CORP	COM	71714F104	41282	2766894	SH	DEFINE
PHARMERICA CORP	COM	71714F104	0	14	SH	DEFINE
PHARMERICA CORP	COM	71714F104	4	281	SH	DEFINE
PHARMION CORP	COM	71715B409	9837	213200	SH	DEFINE
PHASE FORWARD INC	COM	71721R406	9469	473200	SH	DEFINE
PHI INC	COM	69336T106	2763	95100	SH	DEFINE
PHI INC	COM	69336T205	22680	752499	SH	DEFINE
PHI INC	COM	69336T205	2435	80800	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	795	12351	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	7750	120461	SH	DEFINE
PHILIPPINE LONG DISTANCE TELEPHONE	SPONSORED ADR	718252604	16974	263819	SH	DEFINE
PHILLIPS VAN HEUSEN CORP	COM	718592108	648	12349	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	15410	3257950	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	7214	1525100	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	17305	3658460	SH	DEFINE
PIER 1 IMPORTS INC	COM	720279108	2028	428750	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COM	723484101	83	2100	SH	DEFINE
PINNACLE WEST CAPITAL CORP	COM	723484101	284512	7201000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PIONEER NATURAL RESOURCES CO	COM	723787107	4368	97100	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COM	723787107	6	142	SH	DEFINE
PIONEER NATURAL RESOURCES CO	COM	723787107	135	3000	SH	DEFINE
PITNEY BOWES INC	COM	724479100	277587	6111560	SH	DEFINE
PITNEY BOWES INC	COM	724479100	2980	65600	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1913	42113	SH	DEFINE
PITNEY BOWES INC	COM	724479100	1619	35643	SH	DEFINE
PITNEY BOWES INC	COM	724479100	25145	553600	SH	DEFINE
PITNEY BOWES INC	COM	724479100	70976	1562664	SH	DEFINE
PITNEY BOWES INC	COM	724479100	11765	259020	SH	DEFINE
PITNEY BOWES INC	COM	724479100	732	16120	SH	DEFINE
PLATINUM UNDERWRITER HLDGS LTD	COM	G7127P100	4024	111892	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	103085	2303069	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	14062	314157	SH	DEFINE
PLUM CREEK TIMBER CO INC	COM	729251108	269	6000	SH	DEFINE
PMC-SIERRA INC	NOTE	2.250%10/169344FAD8	11210	9500000	PRN	DEFINE
PMI GROUP INC	COM	69344M101	63327	1936600	SH	DEFINE
PMI GROUP INC	COM	69344M101	5103	156060	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COM	693475105	28976	425495	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COM	693475105	58	846	SH	DEFINE
PNC FINANCIAL SERVICES GROUP	COM	693475105	6163	90493	SH	DEFINE
PNM RESOURCES INC	COM	69349H107	43378	1863300	SH	DEFINE
PNM RESOURCES INC	COM	69349H107	192	8250	SH	DEFINE
POGO PRODUCING CO	COM	730448107	797	15000	SH	DEFINE
POLYONE CORP	COM	73179P106	10271	1375000	SH	DEFINE
POLYPORE INTERNATIONAL INC	COM	73179V103	2693	191564	SH	DEFINE
POLYPORE INTERNATIONAL INC	COM	73179V103	539	38350	SH	DEFINE
PORTLAND GENERAL ELECTRIC CO	COM	736508847	166800	6000000	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	101	7162	SH	DEFINE
PORTUGAL TELECOM SGPS SA	SPONSORED ADR	737273102	17677	1259072	SH	DEFINE
POSCO	SPONSORED ADR	693483109	49507	276931	SH	DEFINE
POSCO	SPONSORED ADR	693483109	4307	24095	SH	DEFINE
POSCO	SPONSORED ADR	693483109	679	3800	SH	DEFINE
POTASH CORP OF SASKATCHEWAN INC	COM	73755L107	634	6000	SH	DEFINE
POTLATCH CORP	COM	737630103	69839	1550946	SH	DEFINE
POTLATCH CORP	COM	737630103	20	450	SH	DEFINE
POWELL INDUSTRIES INC	COM	739128106	13716	362000	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	27254	917322	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	4908	165200	SH	DEFINE
POWER INTEGRATIONS INC	COM	739276103	48963	1648021	SH	DEFINE
POWERSHARES QQQ NASDAQ 100	UNIT SER 1	73935A104	4308	83805	SH	DEFINE
POZEN INC	COM	73941U102	387	35000	SH	DEFINE
POZEN INC	COM	73941U102	2341	211657	SH	DEFINE
PPG INDUSTRIES INC	COM	693506107	11	150	SH	DEFINE
PPG INDUSTRIES INC	COM	693506107	2592	34310	SH	DEFINE
PPL CORP	COM	69351T106	562	12147	SH	DEFINE
PPL CORP	COM	69351T106	199090	4300000	SH	DEFINE
PRAXAIR INC	COM	74005P104	272614	3254700	SH	DEFINE
PRAXAIR INC	COM	74005P104	465	5547	SH	DEFINE
PRAXAIR INC	COM	74005P104	22734	271423	SH	DEFINE
PRAXAIR INC	COM	74005P104	58297	696000	SH	DEFINE
PRAXAIR INC	COM	74005P104	335	4000	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	3042	20560	SH	DEFINE
PRECISION CASTPARTS CORP	COM	740189105	211124	1426705	SH	DEFINE
PRESIDENTIAL LIFE CORP	COM	740884101	8602	507200	SH	DEFINE
PRESTIGE BRANDS HOLDINGS INC	COM	74112D101	4742	431833	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COM	74251V102	14195	225000	SH	DEFINE
PRINCIPAL FINANCIAL GROUP	COM	74251V102	14	225	SH	DEFINE
PRINTRONIX INC	COM	742578107	1762	130000	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	294281	4183700	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	644	9162	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	2462	35000	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

PROCTER & GAMBLE CO	COM	742718109	30353	431518	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	103453	1470760	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	91930	1306940	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	309	4400	SH	DEFINE
PROCTER & GAMBLE CO	COM	742718109	43	610	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	3351	71530	SH	DEFINE
PROGRESS ENERGY INC	COM	743263105	529396	11299800	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	61078	3146720	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	21809	1123590	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	7	339	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	865	44570	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	594	30600	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	2199	113300	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	38113	1963562	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	15226	784440	SH	DEFINE
PROGRESSIVE CORP	COM	743315103	1029	53000	SH	DEFINE
PROLIANCE INTERNATIONAL INC	COM	74340R104	1738	823800	SH	DEFINE
PROLOGIS	COM	743410102	95	1435	SH	DEFINE
PROLOGIS	COM	743410102	620	9339	SH	DEFINE
PROLOGIS	COM	743410102	68747	1036134	SH	DEFINE
PROLOGIS	COM	743410102	3052	46000	SH	DEFINE
PROLOGIS	COM	743410102	803	12100	SH	DEFINE
PROLOGIS	COM	743410102	12062	181800	SH	DEFINE
PROTECTION ONE INC	COM	743663403	10195	759684	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	42669	1005400	SH	DEFINE
PROTECTIVE LIFE CORP	COM	743674103	38	900	SH	DEFINE
PROVIDENCE & WORCESTER RAILROAD CO	COM	743737108	3711	205000	SH	DEFINE
PROVIDIAN FINANCIAL CORP	NOTE	4.000% 5/174406AAC6	11025	9000000	PRN	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	138759	1422000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	272418	2791744	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	4098	42000	SH	DEFINE
PRUDENTIAL FINANCIAL INC	COM	744320102	2764	28326	SH	DEFINE
PS BUSINESS PARKS INC	COM	69360J107	54	950	SH	DEFINE
PS BUSINESS PARKS INC	COM	69360J107	12769	224600	SH	DEFINE
PSS WORLD MEDICAL INC	COM	69366A100	1548	80940	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	7541	191990	SH	DEFINE
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	21930	558300	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	1	17	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	4400	50000	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	374	4250	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	9678	109993	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	1490236	16936429	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	185	2100	SH	DEFINE
PUBLIC SERVICE ENTERPRISE GROUP IN	COM	744573106	33	370	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	103	1315	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	2016	25637	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	46325	589000	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	1243	15800	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	299	3800	SH	DEFINE
PUBLIC STORAGE	COM	74460D109	4931	62700	SH	DEFINE
PUGET ENERGY INC	COM	745310102	24	1000	SH	DEFINE
PUGET ENERGY INC	COM	745310102	271404	11091300	SH	DEFINE
PULTE HOMES INC	COM	745867101	35749	2626700	SH	DEFINE
PULTE HOMES INC	COM	745867101	2	116	SH	DEFINE
QIMONDA AG	SPONSORED ADR	746904101	28158	2491860	SH	DEFINE
QIMONDA AG	SPONSORED ADR	746904101	9720	860220	SH	DEFINE
QIMONDA AG	SPONSORED ADR	746904101	5339	472500	SH	DEFINE
QIMONDA AG	SPONSORED ADR	746904101	405	35830	SH	DEFINE
QLOGIC CORP	COM	747277101	1888	140354	SH	DEFINE
QUALCOMM INC	COM	747525103	337	7967	SH	DEFINE
QUALCOMM INC	COM	747525103	4649	110000	SH	DEFINE
QUALCOMM INC	COM	747525103	707	16740	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

QUALCOMM INC	COM	747525103	55762	1319503	SH	DEFINE
QUALCOMM INC	COM	747525103	151453	3583830	SH	DEFINE
QUALCOMM INC	COM	747525103	194	4600	SH	DEFINE
QUALCOMM INC	COM	747525103	338	8000	SH	DEFINE
QUALCOMM INC	COM	747525103	36	850	SH	DEFINE
QUALCOMM INC	COM	747525103	1057	25000	SH	DEFINE
QUANTA SERVICES INC	COM	74762E102	26450	1000000	SH	DEFINE
QUANTA SERVICES INC	COM	74762E102	12	435	SH	DEFINE
QUEBECOR WORLD INC	COM	748203106	6029	622144	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	18198	315000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	25857	447580	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	413794	7162785	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	748	12943	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	28885	500000	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	23134	400450	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	9991	172951	SH	DEFINE
QUEST DIAGNOSTICS INC	COM	74834L100	47032	814121	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	18394	1071885	SH	DEFINE
QUEST SOFTWARE INC	COM	74834T103	26673	1554346	SH	DEFINE
QUESTAR CORP	COM	748356102	2985	56826	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	182304	4986420	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	3547	97015	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	389	10637	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	25658	701800	SH	DEFINE
R R DONNELLEY & SONS CO	COM	257867101	5795	158500	SH	DEFINE
RADIAN GROUP INC	COM	750236101	29815	1280700	SH	DEFINE
RADIOSHACK CORP	COM	750438103	605	29300	SH	DEFINE
RAIT FINANCIAL TRUST	COM	749227104	9644	1171856	SH	DEFINE
RAIT FINANCIAL TRUST	COM	749227104	10092	1226252	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	30	960	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	37	1200	SH	DEFINE
RAMCO-GERSHENSON PPTYS TR	COM	751452202	2352	75300	SH	DEFINE
RANDGOLD RESOURCES LTD	SPONSORED ADR	752344309	70721	2127600	SH	DEFINE
RAYTHEON CO	COM	755111507	183558	2876177	SH	DEFINE
RAYTHEON CO	COM	755111507	6990	109520	SH	DEFINE
RAYTHEON CO	COM	755111507	7252	113625	SH	DEFINE
RAYTHEON CO	COM	755111507	38292	600000	SH	DEFINE
RAYTHEON CO	COM	755111507	2243	35148	SH	DEFINE
RAYTHEON CO	COM	755111507	6098	95546	SH	DEFINE
RAYTHEON CO	COM	755111507	31597	495100	SH	DEFINE
RAYTHEON CO	COM	755111507	863	13525	SH	DEFINE
RC2 CORP	COM	749388104	8097	292400	SH	DEFINE
REALNETWORKS INC	COM	75605L104	97	14262	SH	DEFINE
RED LION HOTELS CORP	COM	756764106	5786	561700	SH	DEFINE
REDDY ICE HOLDINGS INC	COM	75734R105	419	15900	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	2767	83300	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	8	250	SH	DEFINE
REDWOOD TRUST INC	COM	758075402	2325	70000	SH	DEFINE
REED ELSEVIER NV	SPONSORED ADR	758204101	30794	811018	SH	DEFINE
REED ELSEVIER NV	SPONSORED ADR	758204101	888	23400	SH	DEFINE
REED ELSEVIER NV	SPONSORED ADR	758204101	9	250	SH	DEFINE
REGAL ENTERTAINMENT GROUP	COM	758766109	7144	325460	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	45	585	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	1642	21400	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	39879	519600	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	1834	23900	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	484	6300	SH	DEFINE
REGENCY CENTERS CORP	COM	758849103	7061	92000	SH	DEFINE
REGIONS FINANCIAL CORP	COM	7591EP100	1089	36925	SH	DEFINE
REGIS CORP	COM	758932107	62225	1950000	SH	DEFINE
REHABCARE GROUP INC	COM	759148109	8130	462208	SH	DEFINE
RELIANCE STEEL & ALUMINUM CO	COM	759509102	172532	3051499	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

RELIANT ENERGY INC	COM	75952B105	95035	3712310	SH	DEFINE
RELIANT ENERGY INC	COM	75952B105	105	4107	SH	DEFINE
RENAISSANCE HOLDINGS LTD	COM	G7496G103	594	9075	SH	DEFINE
RENOVIS INC	COM	759885106	3584	928500	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	575	50000	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	21	1800	SH	DEFINE
REPROS THERAPEUTICS INC	COM	76028H100	5017	436300	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	27324	769699	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	22621	637199	SH	DEFINE
REPSOL YPF SA	SPONSORED ADR	76026T205	272	7675	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	54	549	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	153	1555	SH	DEFINE
RESEARCH IN MOTION LTD	COM	760975102	63989	649300	SH	DEFINE
RESMED INC	COM	761152107	82	1920	SH	DEFINE
RESMED INC	COM	761152107	15617	364290	SH	DEFINE
REUTERS GROUP PLC	SPONSORED ADR	76132M102	1092	13779	SH	DEFINE
REVLON INC	COM	761525500	19	16666	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	641343	10085590	SH	DEFINE
REYNOLDS AMERICAN INC	COM	761713106	544	8550	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	10046	624386	SH	DEFINE
RIGHTNOW TECHNOLOGIES INC	COM	76657R106	17606	1094200	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	17356	50541	SH	DEFINE
RIO TINTO PLC	SPONSORED ADR	767204100	343	1000	SH	DEFINE
RIVERBED TECHNOLOGY INC	COM	768573107	13660	338200	SH	DEFINE
RLI CORPORATION	COM	749607107	115085	2028995	SH	DEFINE
RLI CORPORATION	COM	749607107	89	1575	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	1082	36234	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	8958	300000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	209	7000	SH	DEFINE
ROBERT HALF INTL INC	COM	770323103	73919	2475520	SH	DEFINE
ROCKFORD CORP	COM	77316P101	1144	575000	SH	DEFINE
ROCKWELL AUTOMATION INC	COM	773903109	517	7435	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	1672	22894	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	7304	100000	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	751	10285	SH	DEFINE
ROCKWELL COLLINS INC	COM	774341101	101640	1391563	SH	DEFINE
ROHM & HAAS CO	COM	775371107	6	105	SH	DEFINE
ROHM & HAAS CO	COM	775371107	1397	25096	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	345560	5275724	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	170	2600	SH	DEFINE
ROPER INDUSTRIES INC	COM	776696106	5	76	SH	DEFINE
ROSS STORES INC	COM	778296103	219	8550	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	24179	661000	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	2	56	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	18	500	SH	DEFINE
ROWAN COMPANIES INC	COM	779382100	2967	81100	SH	DEFINE
ROYAL BANK OF CANADA	COM	780087102	480	8640	SH	DEFINE
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	424	10863	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	214994	2618690	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	31544	384219	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	9342	113782	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259107	421	5124	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	16894	205570	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	14395	175170	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	23010	280000	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	1	16	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	39267	477822	SH	DEFINE
ROYAL DUTCH SHELL	SPONSORED ADR	780259206	359373	4373000	SH	DEFINE
RPM INTERNATIONAL INC	COM	749685103	54186	2262466	SH	DEFINE
RPM INTERNATIONAL INC	COM	749685103	10448	436247	SH	DEFINE
RTI INTERNATIONAL METALS INC	COM	74973W107	13157	166000	SH	DEFINE
RUSS BERRIE & CO INC	COM	782233100	40816	2429500	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	9191	644951	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	4452	312400	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	12765	895800	SH	DEFINE
RUTH'S CHRIS STEAK HOUSE INC	COM	783332109	148	10400	SH	DEFINE
RYLAND GROUP INC	COM	783764103	14628	682600	SH	DEFINE
SAFECO CORP	COM	786429100	279	4550	SH	DEFINE
SAFETY INSURANCE GROUP INC	COM	78648T100	1833	51000	SH	DEFINE
SAFeway INC	COM	786514208	492	14851	SH	DEFINE
SAIC INC	COM	78390X101	2405	125300	SH	DEFINE
SAKS INC	COM	79377W108	30013	1750000	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	156	3048	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	151	2950	SH	DEFINE
SALESFORCE.COM INC	COM	79466L302	59384	1157130	SH	DEFINE
SALLY BEAUTY HOLDINGS INC	COM	79546E104	15966	1889500	SH	DEFINE
SALLY BEAUTY HOLDINGS INC	COM	79546E104	10	1200	SH	DEFINE
SAN JUAN BASIN ROYALTY TRUST	COM	798241105	230	6808	SH	DEFINE
SANDISK CORP	COM	80004C101	7393	134175	SH	DEFINE
SANDISK CORP	COM	80004C101	496	9000	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	289	6813	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	28140	663357	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	669	15779	SH	DEFINE
SANOFI-AVENTIS	SPONSORED ADR	80105N105	2620	61758	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	19810	337650	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	2	34	SH	DEFINE
SAP AG	SPONSORED ADR	803054204	18732	319270	SH	DEFINE
SAPIENT CORP	COM	803062108	148	22100	SH	DEFINE
SAPIENT CORP	COM	803062108	32544	4850100	SH	DEFINE
SARA LEE CORP	COM	803111103	13	800	SH	DEFINE
SARA LEE CORP	COM	803111103	1225	73401	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	19951	464090	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	13	296	SH	DEFINE
SASOL LTD	SPONSORED ADR	803866300	1242	28898	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	SPONSORED ADR	804098101	1983	76604	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	SPONSORED ADR	804098101	11318	437140	SH	DEFINE
SATYAM COMPUTERS SERVICES LTD	SPONSORED ADR	804098101	8	320	SH	DEFINE
SAUL CENTERS INC	COM	804395101	515	10000	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	1938	54946	SH	DEFINE
SBA COMMUNICATIONS CORP	COM	78388J106	142350	4034850	SH	DEFINE
SCANA CORP	COM	80589M102	1020	26325	SH	DEFINE
SCANA CORP	COM	80589M102	46488	1200000	SH	DEFINE
SCANSOURCE INC	COM	806037107	11067	393701	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	1727	54610	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	3796	120000	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	637	20150	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	9943	314360	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	482815	15264475	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	193	6100	SH	DEFINE
SCHERING-PLOUGH CORP	COM	806605101	25	790	SH	DEFINE
SCHERING-PLOUGH CORP	PFD CONV MAN07	806605705	41504	150000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	289	2749	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	4200	40000	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	521	4960	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	132219	1259227	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	87929	837420	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	158	1500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	263	2500	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	26	250	SH	DEFINE
SCHLUMBERGER LTD	COM	806857108	1071	10200	SH	DEFINE
SCHLUMBERGER LTD	DBCV 1.500% 6/08	806857AC2	23230	8000000	PRN	DEFINE
SCHOLASTIC CORP	COM	807066105	12680	363740	SH	DEFINE
SCHOLASTIC CORP	COM	807066105	448	12840	SH	DEFINE
SCHWEITZER MAUDUIT INTERNATIONAL I	COM	808541106	809	34724	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SCHWEITZER MAUDUIT INTERNATIONAL I	COM	808541106	3	134	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	2358	62723	SH	DEFINE
SCIENTIFIC GAMES CORP	COM	80874P109	112202	2984106	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	95	1000	SH	DEFINE
SEACOR HOLDINGS INC	COM	811904101	343	3610	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	1293033	50548579	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	45643	1784327	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	18671	729920	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	4217	164874	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	3034	118600	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	6788	265345	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	116334	4547868	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	168	6550	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	11816	461915	SH	DEFINE
SEAGATE TECHNOLOGY	COM	G7945J104	769	30077	SH	DEFINE
SEALY CORP	COM	812139301	24592	1751580	SH	DEFINE
SEARS HOLDING CORP	COM	812350106	301	2368	SH	DEFINE
SEATTLE GENETICS INC	COM	812578102	1777	158100	SH	DEFINE
SECURITY CAPITAL ASSURANCE LTD	COM	G8018D107	25903	1134104	SH	DEFINE
SECURITY CAPITAL ASSURANCE LTD	COM	G8018D107	5311	232540	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	1487	54506	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	28	1020	SH	DEFINE
SEI INVESTMENT CO	COM	784117103	100331	3677808	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	957	68610	SH	DEFINE
SELECT COMFORT CORP	COM	81616X103	18216	1305830	SH	DEFINE
SELECTIVE INSURANCE GROUP INC	COM	816300107	27664	1300000	SH	DEFINE
SEMCO ENERGY INC	COM	78412D109	1026	130000	SH	DEFINE
SEMPRA ENERGY	COM	816851109	1	21	SH	DEFINE
SEMPRA ENERGY	COM	816851109	406	6987	SH	DEFINE
SEMPRA ENERGY	COM	816851109	58120	1000000	SH	DEFINE
SEMTECH CORP	COM	816850101	16358	798741	SH	DEFINE
SENECA FOODS CORP	COM	817070105	3329	121500	SH	DEFINE
SENECA FOODS CORP	COM	817070501	6977	256600	SH	DEFINE
SEPRACOR INC	COM	817315104	4	155	SH	DEFINE
SEPRACOR INC	COM	817315104	6872	249900	SH	DEFINE
SEQUENOM INC	COM	817337405	1340	186409	SH	DEFINE
SEQUENOM INC	COM	817337405	6835	950600	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	929	71990	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	6	497	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	31304	2426680	SH	DEFINE
SERVICE CORP INTERNATIONAL	COM	817565104	1013	78500	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	3871	937400	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	3718	900219	SH	DEFINE
SHARPER IMAGE CORP	COM	820013100	851	206150	SH	DEFINE
SHERWIN-WILLIAMS CO	COM	824348106	329	5000	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPONSORED ADR	824596100	12442	96975	SH	DEFINE
SHINHAN FINANCIAL GROUP CO LTD	SPONSORED ADR	824596100	411	3201	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	16	220	SH	DEFINE
SHIRE PLC	SPONSORED ADR	82481R106	2353	31800	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	8474	566820	SH	DEFINE
SHUFFLE MASTER INC	COM	825549108	13310	890300	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	79061	576040	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	45683	332848	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	2	16	SH	DEFINE
SIEMENS AG	SPONSORED ADR	826197501	676	4925	SH	DEFINE
SIERRA HEALTH SERVICES INC	DBCV 2.250% 3/1	826322AB5	9238	2000000	PRN	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	100510	6389700	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	31	1972	SH	DEFINE
SIERRA PACIFIC RESOURCES CO	COM	826428104	47190	3000000	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	1223	25100	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	16	324	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	19496	400000	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SIGMA-ALDRICH CORP	COM	826552101	2893	59366	SH	DEFINE
SIGMA-ALDRICH CORP	COM	826552101	13257	272000	SH	DEFINE
SIGNATURE BANK	COM	82669G104	5543	157350	SH	DEFINE
SIGNATURE BANK	COM	82669G104	13234	375647	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	859	20575	SH	DEFINE
SILICON LABORATORIES INC	COM	826919102	138537	3317460	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	120	1200	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	13773	137729	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	94851	948508	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	4360	43600	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	1440	14400	SH	DEFINE
SIMON PROPERTY GROUP INC	COM	828806109	17424	174235	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	569	7075	SH	DEFINE
SIMON PROPERTY GROUP INC	PFD CONV I 6%	828806802	16086	200000	SH	DEFINE
SIMPSON MANUFACTURING CO INC	COM	829073105	13342	418900	SH	DEFINE
SIRF TECHNOLOGY HOLDINGS INC	COM	82967H101	1515	70950	SH	DEFINE
SIRTRIS PHARMACEUTICALS INC	COM	82968A105	2091	122400	SH	DEFINE
SIX FLAGS INC	NOTE 4.500% 5/18	83001PAJ8	8641	10000000	PRN	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	275885	9289049	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	96459	3247785	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	9604	323357	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	18009	606360	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	11082	373124	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	5056	170219	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	3089	104005	SH	DEFINE
SK TELECOM CO LTD	SPONSORED ADR	78440P108	67	2260	SH	DEFINE
SKILLED HEALTHCARE GROUP INC	COM	83066R107	956	60730	SH	DEFINE
SKYWEST INC	COM	830879102	39696	1577100	SH	DEFINE
SKYWEST INC	COM	830879102	20	800	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	70	600	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	10498	89900	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	794	6800	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	199	1700	SH	DEFINE
SL GREEN REALTY CORP	COM	78440X101	3116	26686	SH	DEFINE
SLM CORP	COM	78442P106	673340	13556270	SH	DEFINE
SLM CORP	COM	78442P106	437	8800	SH	DEFINE
SMITH & NEPHEW PLC	SPONSORED ADR	83175M205	938	15311	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	2475	34663	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	684	9574	SH	DEFINE
SMITH INTERNATIONAL INC	COM	832110100	187999	2633040	SH	DEFINE
SMITHFIELD FOODS INC	COM	832248108	56781	1802570	SH	DEFINE
SMITHTOWN BANCORP INC	COM	832449102	1839	79147	SH	DEFINE
SMUCKER J M CO (THE)	COM	832696405	1766	33059	SH	DEFINE
SOHU.COM INC	COM	83408W103	2700	71600	SH	DEFINE
SOHU.COM INC	COM	83408W103	12614	334500	SH	DEFINE
SOLETRON CORP	COM	834182107	223	57300	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	763	75000	SH	DEFINE
SOMAXON PHARMACEUTICALS INC	COM	834453102	4243	417200	SH	DEFINE
SONUS NETWORKS INC	COM	835916107	5063	830000	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	23243	483627	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	30658	637918	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	99	2055	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	1982	41245	SH	DEFINE
SONY CORP	SPONSORED ADR	835699307	5873	122200	SH	DEFINE
SOURCEFORGE INC	COM	83616W101	6796	2773914	SH	DEFINE
SOURCEFORGE INC	COM	83616W101	4474	1826200	SH	DEFINE
SOUTH JERSEY INDUSTRIES INC	COM	838518108	347	9984	SH	DEFINE
SOUTHERN CO	COM	842587107	686	18910	SH	DEFINE
SOUTHERN CO	COM	842587107	993706	27389900	SH	DEFINE
SOUTHERN COPPER CORPORATION	COM	84265V105	217	1750	SH	DEFINE
SOUTHERN COPPER CORPORATION	COM	84265V105	5628	45450	SH	DEFINE
SOUTHERN NATL BANCORP OF VA IN	COM	843395104	3624	290840	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

SOUTHWEST AIRLINES CO	COM	844741108	2862	193400	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	2	105	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	965	65200	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	480	32420	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	1843	124519	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	16451	1111570	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	132	8900	SH	DEFINE
SOUTHWEST AIRLINES CO	COM	844741108	22	1480	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	1380	32976	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	414	9900	SH	DEFINE
SOUTHWESTERN ENERGY CO	COM	845467109	143016	3417353	SH	DEFINE
SOVEREIGN BANCORP INC	COM	845905108	208675	12246199	SH	DEFINE
SOVRAN SELF STORAGE INC	COM	84610H108	495	10800	SH	DEFINE
SPANSION INC	COM	84649R101	21970	2600000	SH	DEFINE
SPARTON CORP	COM	847235108	1287	275000	SH	DEFINE
SPDR TR	UNIT SER 1	78462F103	4734	31024	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	50567	2065657	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	7	300	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	2726	111365	SH	DEFINE
SPECTRA ENERGY CORPORATION	COM	847560109	402159	16428050	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	766730	40354230	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	5425	285520	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	2	93	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	662	34855	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	1502	79027	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	23505	1237123	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	2946	155030	SH	DEFINE
SPRINT NEXTEL CORP	COM	852061100	35	1853	SH	DEFINE
SPSS INC	COM	78462K102	15547	377910	SH	DEFINE
SPX CORP	COM	784635104	354	3820	SH	DEFINE
ST JOE COMPANY	COM	790148100	47582	1415700	SH	DEFINE
ST JOE COMPANY	COM	790148100	73621	2190435	SH	DEFINE
ST JOE COMPANY	COM	790148100	50	1500	SH	DEFINE
ST JUDE MEDICAL INC	COM	790849103	286	6491	SH	DEFINE
STANCORP FINANCIAL GROUP INC	COM	852891100	93683	1892200	SH	DEFINE
STANDARD MICROSYSTEMS CORP	COM	853626109	14473	376700	SH	DEFINE
STANDARD PACIFIC CORP	COM	85375C101	13725	2500000	SH	DEFINE
STANDARD PACIFIC CORP	COM	85375C101	306	55678	SH	DEFINE
STANDARD REGISTER CO	COM	853887107	445	35000	SH	DEFINE
STANLEY INC	COM	854532108	1451	52659	SH	DEFINE
STANLEY INC	COM	854532108	1515	55000	SH	DEFINE
STANLEY INC	COM	854532108	4964	180191	SH	DEFINE
STANLEY WORKS	COM	854616109	316	5625	SH	DEFINE
STAPLES INC	COM	855030102	75	3479	SH	DEFINE
STAPLES INC	COM	855030102	8000	372281	SH	DEFINE
STAPLES INC	COM	855030102	22793	1060640	SH	DEFINE
STARBUCKS CORP	COM	855244109	90	3417	SH	DEFINE
STARBUCKS CORP	COM	855244109	658	25100	SH	DEFINE
STARBUCKS CORP	COM	855244109	8154	311221	SH	DEFINE
STARBUCKS CORP	COM	855244109	34464	1315420	SH	DEFINE
STARBUCKS CORP	COM	855244109	204	7800	SH	DEFINE
STARBUCKS CORP	COM	855244109	33	1250	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COM	85590A401	1258	20700	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COM	85590A401	20227	332960	SH	DEFINE
STARWOOD HOTELS & RESORTS WORLDWID	COM	85590A401	304	5000	SH	DEFINE
STATE STREET CORP	COM	857477103	210137	3083000	SH	DEFINE
STATE STREET CORP	COM	857477103	18492	271301	SH	DEFINE
STATOILHYDRO ASA	SPONSORED ADR	85771P102	712	21000	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	104856	2245300	SH	DEFINE
STEEL DYNAMICS INC	COM	858119100	2683	57450	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	26772	616859	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	18797	433100	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

STEINER LEISURE LTD	COM	P8744Y102	6581	151630	SH	DEFINE
STEINER LEISURE LTD	COM	P8744Y102	1459	33619	SH	DEFINE
STEREOTAXIS INC	COM	85916J102	20511	1487380	SH	DEFINE
STERICYCLE INC	COM	858912108	337	5887	SH	DEFINE
STERICYCLE INC	COM	858912108	65170	1140130	SH	DEFINE
STERIS CORP	COM	859152100	35089	1283900	SH	DEFINE
STERIS CORP	COM	859152100	156	5700	SH	DEFINE
STILLWATER MINING CO	COM	86074Q102	2606	253246	SH	DEFINE
STORA ENSO OYJ	SPONSORED ADR	86210M106	36518	1888235	SH	DEFINE
STORA ENSO OYJ	SPONSORED ADR	86210M106	163	8433	SH	DEFINE
STRAYER EDUCATION INC	COM	863236105	26256	155700	SH	DEFINE
STREETTRACKS GOLD TRUST	GOLD SHS	863307104	3355	45645	SH	DEFINE
STRYKER CORP	COM	863667101	14347	208654	SH	DEFINE
STRYKER CORP	COM	863667101	15245	221720	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	5192	94400	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	24347	442676	SH	DEFINE
SUEZ SA	SPONSORED ADR	864686100	182	3300	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	12	400	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	2292	76200	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	132	4400	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	30	1000	SH	DEFINE
SUN COMMUNITIES INC	COM	866674104	562	18700	SH	DEFINE
SUN LIFE FINANCIAL INC	COM	866796105	226	4317	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	8976	1600000	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	745	132860	SH	DEFINE
SUN MICROSYSTEMS INC	COM	866810104	11133	1984440	SH	DEFINE
SUN-TIMES MEDIA GROUP INC	COM	86688Q100	12960	5709141	SH	DEFINE
SUNCOR ENERGY INC	COM	867229106	1111	11714	SH	DEFINE
SUNOCO INC	COM	86764P109	725	10246	SH	DEFINE
SUNOCO INC	COM	86764P109	23612	333600	SH	DEFINE
SUNOPTA INC	COM	8676EP108	28898	1994357	SH	DEFINE
SUNPOWER CORP	COM	867652109	1963	23699	SH	DEFINE
SUNPOWER CORP	COM	867652109	315	3800	SH	DEFINE
SUNPOWER CORP	COM	867652109	150245	1814109	SH	DEFINE
SUNTECH POWER HOLDINGS CO LTD	SPONSORED ADR	86800C104	1335	33470	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	89980	1189109	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	101	1336	SH	DEFINE
SUNTRUST BANKS INC	COM	867914103	1910	25235	SH	DEFINE
SUPER MICRO COMPUTER INC	COM	86800U104	1725	176696	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COM	868157108	10001	282190	SH	DEFINE
SUPERIOR ENERGY SERVICES INC	COM	868157108	33849	955100	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COM	868168105	19761	911076	SH	DEFINE
SUPERIOR INDUSTRIES INTL INC	COM	868168105	22	1000	SH	DEFINE
SUPERIOR UNIFORM GROUP INC	COM	868358102	5651	461300	SH	DEFINE
SXC HEALTH SOLUTIONS CORP	COM	78505P100	7039	439365	SH	DEFINE
SYCAMORE NETWORKS INC	COM	871206108	10463	2570856	SH	DEFINE
SYMANTEC CORP	COM	871503108	1301	67132	SH	DEFINE
SYMS CORP	COM	871551107	21464	1430000	SH	DEFINE
SYNAPTICS INC	COM	87157D109	907	19000	SH	DEFINE
SYNGENTA AG	SPONSORED ADR	87160A100	7028	162194	SH	DEFINE
SYSCO CORP	COM	871829107	2242	63000	SH	DEFINE
SYSCO CORP	COM	871829107	13890	390284	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	332	5955	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	3304	59332	SH	DEFINE
T ROWE PRICE GROUP INC	COM	74144T108	59934	1076210	SH	DEFINE
T-3 ENERGY SERVICES INC	COM	87306E107	4307	101000	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	3051	301500	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	19030	1880448	SH	DEFINE
TAIWAN SEMICONDUCTOR MANUFACTURING	SPONSORED ADR	874039100	304	30000	SH	DEFINE
TALISMAN ENERGY INC	COM	87425E103	9539	484200	SH	DEFINE
TANDY BRANDS ACCESSORIES INC	COM	875378101	5734	549200	SH	DEFINE
TANGER FACTORY OUTLET CENTERS INC	COM	875465106	30	750	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TANGER FACTORY OUTLET CENTERS INC	COM	875465106	7493	184600	SH	DEFINE
TARGET CORP	COM	87612E106	505	7950	SH	DEFINE
TARGET CORP	COM	87612E106	32686	514181	SH	DEFINE
TARGET CORP	COM	87612E106	2206	34700	SH	DEFINE
TARGET CORP	COM	87612E106	4270	67165	SH	DEFINE
TARGET CORP	COM	87612E106	2221	34945	SH	DEFINE
TARGET CORP	COM	87612E106	17762	279411	SH	DEFINE
TARGET CORP	COM	87612E106	69194	1088465	SH	DEFINE
TARGET CORP	COM	87612E106	1088	17119	SH	DEFINE
TARGET CORP	COM	87612E106	70343	1106550	SH	DEFINE
TARGET CORP	COM	87612E106	173	2720	SH	DEFINE
TARGET CORP	COM	87612E106	22	350	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	2248	117458	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	9	482	SH	DEFINE
TATA MOTORS LTD	SPONSORED ADR	876568502	12685	662740	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	1582	28900	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	17985	328500	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	1369	25000	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	339	6200	SH	DEFINE
TAUBMAN CENTERS INC	COM	876664103	5217	95281	SH	DEFINE
TDK CORP	SPONSORED ADR	872351408	245	2800	SH	DEFINE
TECO ENERGY INC	COM	872375100	99332	6045790	SH	DEFINE
TECO ENERGY INC	COM	872375100	1421	86509	SH	DEFINE
TECO ENERGY INC	COM	872375100	1305	79425	SH	DEFINE
TECO ENERGY INC	COM	872375100	1717	104533	SH	DEFINE
TECO ENERGY INC	COM	872375100	187188	11393090	SH	DEFINE
TECO ENERGY INC	COM	872375100	4857	295617	SH	DEFINE
TECO ENERGY INC	COM	872375100	263	16000	SH	DEFINE
TECUMSEH PRODUCTS CO	COM	878895101	5471	322799	SH	DEFINE
TECUMSEH PRODUCTS CO	COM	878895200	25314	1315000	SH	DEFINE
TEEKAY CORP	COM	Y8564W103	113639	1932299	SH	DEFINE
TEEKAY CORP	COM	Y8564W103	40	681	SH	DEFINE
TEKTRONIX INC	COM	879131100	28752	1036473	SH	DEFINE
TEKTRONIX INC	COM	879131100	169	6098	SH	DEFINE
TEKTRONIX INC	COM	879131100	50353	1815165	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	9744	182510	SH	DEFINE
TELEDYNE TECHNOLOGIES INC	COM	879360105	272	5100	SH	DEFINE
TELEFLEX INC	COM	879369106	109099	1400141	SH	DEFINE
TELEFLEX INC	COM	879369106	101	1300	SH	DEFINE
TELEFLEX INC	COM	879369106	38960	500000	SH	DEFINE
TELEFLEX INC	COM	879369106	234	3000	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	4448	53088	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	376264	4491100	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	44939	536397	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	171084	2042061	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	14946	178395	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	51	612	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	5924	70714	SH	DEFINE
TELEFONICA SA	SPONSORED ADR	879382208	335	4000	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPONSORED ADR	879403780	278539	8473967	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPONSORED ADR	879403780	215032	6541899	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPONSORED ADR	879403780	12635	384382	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPONSORED ADR	879403780	73442	2234304	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPONSORED ADR	879403780	2429	73904	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPONSORED ADR	879403780	119243	3627708	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPONSORED ADR	879403780	1446	44002	SH	DEFINE
TELEFONOS DE MEXICO SAB DE CV (TEL	SPONSORED ADR	879403780	131	3990	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COM	879433100	481	7200	SH	DEFINE
TELEPHONE & DATA SYSTEMS INC	COM	879433860	322	5200	SH	DEFINE
TELETECH HOLDINGS INC	COM	879939106	6407	267950	SH	DEFINE
TELLABS INC	COM	879664100	73788	7750800	SH	DEFINE
TELLABS INC	COM	879664100	4637	487060	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TELLABS INC	COM	879664100	2	160	SH	DEFINE
TELUS CORP	COM	87971M202	7283	129700	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	466718	8867911	SH	DEFINE
TEMPLE INLAND INC	COM	879868107	2941	55890	SH	DEFINE
TEMPLETON DRAGON FUND INC	COM	88018T101	346	10935	SH	SOLE
TEMPLETON DRAGON FUND INC	COM	88018T101	25	800	SH	DEFINE
TEMPLETON EMERGING MARKETS FUND	COM	880191101	384	16138	SH	DEFINE
TEMPLETON EMERGING MARKETS INCOME	COM	880192109	201	14279	SH	SOLE
TEMPLETON EMERGING MARKETS INCOME	COM	880192109	39	2800	SH	DEFINE
TEMPLETON GLOBAL INCOME FUND	COM	880198106	323	33401	SH	DEFINE
TEMPLETON RUSSIA & EAST EUROPEAN	COM	88022F105	758	11042	SH	SOLE
TEMPUR PEDIC INTL INC	COM	88023U101	232	6500	SH	DEFINE
TENARIS SA	SPONSORED ADR	88031M109	43880	833899	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	196768	58561756	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	5760	1714332	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	166617	49588537	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	0	136	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	12810	3812430	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	148	43950	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	696	207172	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	1306	388829	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	5503	1637735	SH	DEFINE
TENET HEALTHCARE CORP	COM	88033G100	44	13090	SH	DEFINE
TENNECO INC	COM	880349105	15672	505382	SH	DEFINE
TEREX CORP	COM	880779103	1883	21150	SH	DEFINE
TEREX CORP	COM	880779103	248	2790	SH	DEFINE
TEREX CORP	COM	880779103	116893	1313111	SH	DEFINE
TERNIUM SA	SPONSORED ADR	880890108	64461	2052900	SH	DEFINE
TESSERA TECHNOLOGIES INC	COM	88164L100	6510	173600	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	2	37	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	1	25	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	42308	951380	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	58135	1307290	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	138	3100	SH	DEFINE
TEVA PHARMACEUTICAL INDUSTRIES LTD	SPONSORED ADR	881624209	29	660	SH	DEFINE
TEXAS INDUSTRIES INC	COM	882491103	58875	750000	SH	DEFINE
TEXAS INDUSTRIES INC	COM	882491103	76	974	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	189	5166	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	18844	515000	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	712	19450	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	38278	1046140	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	61458	1679640	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	274	7500	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	35	970	SH	DEFINE
TEXAS INSTRUMENTS INC	COM	882508104	256	7000	SH	DEFINE
TEXTRON INC	COM	883203101	65321	1050000	SH	DEFINE
TEXTRON INC	COM	883203101	473	7600	SH	DEFINE
THE HERSHEY CO	COM	427866108	2383	51350	SH	DEFINE
THE HERSHEY CO	COM	427866108	26287	566400	SH	DEFINE
THE HERSHEY CO	COM	427866108	1456	31371	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	716	12398	SH	DEFINE
THERMO FISHER SCIENTIFIC INC	COM	883556102	7405	128292	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	29320	500000	SH	DEFINE
THOMAS & BETTS CORP	COM	884315102	13	216	SH	DEFINE
THOMAS WEISEL PARTNERS GROUP	COM	884481102	3463	238670	SH	DEFINE
THOMSON SA	SPONSORED ADR	885118109	2720	178490	SH	DEFINE
THOMSON SA	SPONSORED ADR	885118109	15204	997614	SH	DEFINE
THOR INDUSTRIES INC	COM	885160101	66639	1481200	SH	DEFINE
THQ INC	COM	872443403	14891	596100	SH	DEFINE
TIDEWATER INC	COM	886423102	17790	283100	SH	DEFINE
TIDEWATER INC	COM	886423102	13	200	SH	DEFINE
TIFFANY & CO	COM	886547108	3120	59598	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TIM HORTONS INC	COM	88706M103	340	9746	SH	DEFINE
TIMBERLAND COMPANY	COM	887100105	18956	999800	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J108	223444	6812331	SH	DEFINE
TIME WARNER CABLE INC	COM	88732J108	485	14800	SH	DEFINE
TIME WARNER INC	COM	887317105	1118236	60906114	SH	DEFINE
TIME WARNER INC	COM	887317105	60511	3295814	SH	DEFINE
TIME WARNER INC	COM	887317105	817840	44544664	SH	DEFINE
TIME WARNER INC	COM	887317105	3466	188774	SH	DEFINE
TIME WARNER INC	COM	887317105	24786	1350000	SH	DEFINE
TIME WARNER INC	COM	887317105	21989	1197636	SH	DEFINE
TIME WARNER INC	COM	887317105	11943	650464	SH	DEFINE
TIME WARNER INC	COM	887317105	1786	97260	SH	DEFINE
TIME WARNER INC	COM	887317105	3702	201640	SH	DEFINE
TIME WARNER INC	COM	887317105	109473	5962570	SH	DEFINE
TIME WARNER INC	COM	887317105	186	10150	SH	DEFINE
TIME WARNER INC	COM	887317105	20365	1109210	SH	DEFINE
TIME WARNER INC	COM	887317105	1278	69610	SH	DEFINE
TIME WARNER TELECOM INC	COM	887319101	5271	239900	SH	DEFINE
TIMKEN CO	COM	887389104	49391	1329500	SH	DEFINE
TJX COMPANIES INC	COM	872540109	2	75	SH	DEFINE
TJX COMPANIES INC	COM	872540109	929	31971	SH	DEFINE
TOLL BROTHERS INC	COM	889478103	264	13220	SH	DEFINE
TOMOTHERAPY INC	COM	890088107	611	26300	SH	DEFINE
TOMOTHERAPY INC	COM	890088107	609	26200	SH	DEFINE
TORCHMARK CORP	COM	891027104	418047	6708064	SH	DEFINE
TORCHMARK CORP	COM	891027104	17047	273540	SH	DEFINE
TORCHMARK CORP	COM	891027104	1167	18730	SH	DEFINE
TORCHMARK CORP	COM	891027104	629	10100	SH	DEFINE
TORCHMARK CORP	COM	891027104	4035	64750	SH	DEFINE
TORCHMARK CORP	COM	891027104	1268	20350	SH	DEFINE
TORCHMARK CORP	COM	891027104	6182	99190	SH	DEFINE
TORCHMARK CORP	COM	891027104	91700	1471443	SH	DEFINE
TORCHMARK CORP	COM	891027104	16069	257840	SH	DEFINE
TORCHMARK CORP	COM	891027104	1095	17570	SH	DEFINE
TORONTO DOMINION BANK	COM	891160509	606	7903	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	5341	65910	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	35381	436636	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	35198	434381	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	17665	218003	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	7321	90353	SH	DEFINE
TOTAL SA	SPONSORED ADR	89151E109	9918	122400	SH	DEFINE
TOYOTA MOTOR CORP	SPONSORED ADR	892331307	1683	14400	SH	DEFINE
TOYOTA MOTOR CORP	SPONSORED ADR	892331307	1043	8927	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	1266	27460	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	37	800	SH	DEFINE
TRACTOR SUPPLY CO	COM	892356106	83799	1818165	SH	DEFINE
TRANSATLANTIC HOLDINGS INC	COM	893521104	1064	15128	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	10895	297605	SH	DEFINE
TRANSCANADA CORP	COM	89353D107	293	8000	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	451569	3994417	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	9	77	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	32635	288681	SH	DEFINE
TRANSOCEAN INC	COM	G90078109	8580	75900	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	28946	575000	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	108523	2155806	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	2	40	SH	DEFINE
TRAVELERS COS INC	COM	89417E109	2497	49600	SH	DEFINE
TREDEGAR CORP	COM	894650100	15082	874320	SH	DEFINE
TRIBUNE CO	COM	896047107	446	16309	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	4173	262600	SH	DEFINE
TRIDENT MICROSYSTEMS INC	COM	895919108	188	11800	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	2773	70725	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

TRIMBLE NAVIGATION LTD	COM	896239100	9678	246832	SH	DEFINE
TRIMBLE NAVIGATION LTD	COM	896239100	238236	6075892	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	112305	2991600	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	2037	54272	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	5533	147377	SH	DEFINE
TRINITY INDUSTRIES INC	COM	896522109	88679	2362260	SH	DEFINE
TRIZETTO GROUP INC	COM	896882107	17391	993200	SH	DEFINE
TRUMP ENTERTAINMENT RESORTS INC	COM	89816T103	33165	5141843	SH	DEFINE
TRUSTCO BANK CORP NY	COM	898349105	63432	5803459	SH	DEFINE
TRUSTCO BANK CORP NY	COM	898349105	67	6085	SH	DEFINE
TSAKOS ENERGY NAVIGATION LTD	COM	G9108L108	3980	56525	SH	DEFINE
TUESDAY MORNING CORP	COM	899035505	27685	3079560	SH	DEFINE
TUMBLEWEED COMMUNICATIONS CORP	COM	899690101	3167	1472800	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPONSORED ADR	900111204	64863	3048067	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPONSORED ADR	900111204	69416	3262052	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPONSORED ADR	900111204	13286	624325	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPONSORED ADR	900111204	2683	126090	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPONSORED ADR	900111204	2219	104270	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPONSORED ADR	900111204	95193	4473347	SH	DEFINE
TURKCELL ILETISIM HIZMETLERI AS	SPONSORED ADR	900111204	53	2500	SH	DEFINE
TXU CORP	COM	873168108	476196	6954810	SH	DEFINE
TXU CORP	COM	873168108	124	1811	SH	DEFINE
TXU CORP	COM	873168108	85	1245	SH	DEFINE
TXU CORP	COM	873168108	6542	95550	SH	DEFINE
TXU CORP	COM	873168108	1482040	21645100	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	339789	9552685	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	14694	413099	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	371697	10449738	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	1181	33189	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	13784	387513	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	7961	223826	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	753	21176	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	1272	35750	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	786	22110	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	3821	107409	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	46324	1302337	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	25	712	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	8274	232613	SH	DEFINE
TYCO ELECTRONICS LTD	COM	G9144P105	515	14491	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	419084	9451604	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	16847	379959	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	228381	5150676	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	1470	33154	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	17182	387513	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	10814	243891	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	856	19301	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	19778	446064	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	980	22110	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	4763	107409	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	57189	1289780	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	32	712	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	8861	199848	SH	DEFINE
TYCO INTERNATIONAL LTD	COM	G9143X208	643	14491	SH	DEFINE
U S XPRESS ENTERPRISES INC	COM	90338N103	6139	310660	SH	DEFINE
UBS AG	COM	H89231338	61524	1155380	SH	DEFINE
UBS AG	COM	H89231338	31253	586919	SH	DEFINE
UBS AG	COM	H89231338	623	11700	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	2	107	SH	DEFINE
UCBH HOLDINGS INC	COM	90262T308	12198	697800	SH	DEFINE
UIL HOLDINGS CORP	COM	902748102	2	61	SH	DEFINE
UIL HOLDINGS CORP	COM	902748102	9450	300000	SH	DEFINE
ULTRAPETROL (BAHAMAS) LTD	COM	P94398107	21781	1311300	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

UMB FINANCIAL CORP	COM	902788108	8006	186800	SH	DEFINE
UMB FINANCIAL CORP	COM	902788108	227	5294	SH	DEFINE
UNDER ARMOUR INC	COM	904311107	1199	20050	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GDR REP PFD UT	90458E107	2494	18960	SH	DEFINE
UNIBANCO UNIAO DE BANCOS BRASILEIR	GDR REP PFD UT	90458E107	543938	4134836	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	587	19020	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	43346	1405071	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	2387	77365	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	1523	49371	SH	DEFINE
UNILEVER NV	N Y SHS NEW	904784709	24961	809100	SH	DEFINE
UNION PACIFIC CORP	COM	907818108	33918	300000	SH	DEFINE
UNION PACIFIC CORP	COM	907818108	15140	133913	SH	DEFINE
UNIONBANCAL CORP	COM	908906100	84490	1446491	SH	DEFINE
UNIONBANCAL CORP	COM	908906100	29	500	SH	DEFINE
UNIT CORP	COM	909218109	21945	453400	SH	DEFINE
UNITED AMERICA INDEMNITY LTD	COM	90933T109	4671	217168	SH	DEFINE
UNITED NATURAL FOODS INC	COM	911163103	7345	269840	SH	DEFINE
UNITED NATURAL FOODS INC	COM	911163103	204	7500	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	622533	8289390	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	38269	509570	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	3801	50616	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	2763	36793	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	17520	233288	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	32744	436000	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	2291	30510	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	19932	265411	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	158	2100	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	16318	217280	SH	DEFINE
UNITED PARCEL SERVICE INC	COM	911312106	1141	15190	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	125105	1180900	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	842	7950	SH	DEFINE
UNITED STATES STEEL CORP	COM	912909108	159	1500	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	310052	3852530	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	358	4451	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	68408	850000	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	5316	66050	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	73044	907601	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	96690	1201416	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	185	2300	SH	DEFINE
UNITED TECHNOLOGIES CORP	COM	913017109	26	320	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	16079	332008	SH	DEFINE
UNITEDHEALTH GROUP INC	COM	91324P102	2055	42440	SH	DEFINE
UNITRIN INC	COM	913275103	303	6120	SH	DEFINE
UNIVERSAL CORP	COM	913456109	36257	740700	SH	DEFINE
UNIVERSAL FOREST PRODUCTS INC	COM	913543104	49302	1648900	SH	DEFINE
UNIVERSAL HEALTH SERVICES INC	COM	913903100	228	4188	SH	DEFINE
UNIVERSAL TECHNICAL INSTITUTE INC	COM	913915104	11521	640055	SH	DEFINE
UNIVERSAL TECHNICAL INSTITUTE INC	COM	913915104	10168	564900	SH	DEFINE
UNUM GROUP	COM	91529Y106	1367	55848	SH	DEFINE
UPM-KYMMENE CORP	SPONSORED ADR	915436109	16015	665061	SH	DEFINE
UPM-KYMMENE CORP	SPONSORED ADR	915436109	322	13355	SH	DEFINE
URBAN OUTFITTERS INC	COM	917047102	675	30977	SH	DEFINE
US BANCORP	COM	902973304	176167	5415524	SH	DEFINE
US BANCORP	COM	902973304	1248299	38373781	SH	DEFINE
US BANCORP	COM	902973304	2528	77715	SH	DEFINE
US BANCORP	COM	902973304	8274	254359	SH	DEFINE
US BANCORP	COM	902973304	28067	862800	SH	DEFINE
US BIOENERGY CORP	COM	90342V109	18181	2358160	SH	DEFINE
USG CORP	COM	903293405	8521	226920	SH	DEFINE
V F CORP	COM	918204108	40375	500000	SH	DEFINE
V F CORP	COM	918204108	916	11340	SH	DEFINE
V F CORP	COM	918204108	461	5708	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

VAIL RESORTS INC	COM	91879Q109	92258	1481100	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	9229	148160	SH	DEFINE
VAIL RESORTS INC	COM	91879Q109	430	6900	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	93753	6056389	SH	DEFINE
VALEANT PHARMACEUTICALS INTERNATIO	COM	91911X104	15	1000	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y100	21793	324400	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y100	2227	33149	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y100	9929	147800	SH	DEFINE
VALERO ENERGY CORP	COM	91913Y900	202	3000	SH	CALL DEFINE
VALLEY NATIONAL BANCORP	COM	919794107	771	34752	SH	DEFINE
VANDA PHARMACEUTICALS INC	COM	921659108	1661	119400	SH	DEFINE
VANGUARD EMERGING MARKETS ETF	COM	922042858	834	8050	SH	DEFINE
VARIAN INC	COM	922206107	17999	282953	SH	DEFINE
VARIAN INC	COM	922206107	21087	331500	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	8	191	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	126	3000	SH	DEFINE
VARIAN MEDICAL SYSTEMS INC	COM	92220P105	88519	2113129	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COM	922207105	36	675	SH	DEFINE
VARIAN SEMICONDUCTOR EQUIPMENT ASS	COM	922207105	39025	729175	SH	DEFINE
VCA ANTECH INC	COM	918194101	252	6031	SH	DEFINE
VCA ANTECH INC	COM	918194101	75930	1818680	SH	DEFINE
VECTREN CORP	COM	92240G101	272	9979	SH	DEFINE
VECTREN CORP	COM	92240G101	16374	600000	SH	DEFINE
VENTANA MEDICAL SYSTEMS INC	COM	92276H106	284	3300	SH	DEFINE
VENTAS INC	COM	92276F100	125939	3041999	SH	DEFINE
VENTAS INC	COM	92276F100	49	1175	SH	DEFINE
VENTAS INC	COM	92276F100	174	4200	SH	DEFINE
VENTAS INC	COM	92276F100	44047	1063942	SH	DEFINE
VENTAS INC	COM	92276F100	2000	48300	SH	DEFINE
VENTAS INC	COM	92276F100	501	12100	SH	DEFINE
VENTAS INC	COM	92276F100	7561	182624	SH	DEFINE
VERIFONE HLDGS INC	COM	92342Y109	2143	48332	SH	DEFINE
VERIFONE HLDGS INC	COM	92342Y109	54980	1240250	SH	DEFINE
VERIGY LTD	COM	Y93691106	1210	48974	SH	DEFINE
VERIGY LTD	COM	Y93691106	138	5574	SH	DEFINE
VERISIGN INC	COM	92343E102	1602	47479	SH	DEFINE
VERISIGN INC	COM	92343E102	103795	3076320	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	415878	9392011	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	2437	55029	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	1553	35076	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	59334	1339984	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	608026	13731390	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	111	2500	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	19	420	SH	DEFINE
VERIZON COMMUNICATIONS	COM	92343V104	266	6000	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	1216	31658	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	19	500	SH	DEFINE
VERTEX PHARMACEUTICALS INC	COM	92532F100	51392	1337990	SH	DEFINE
VIACOM INC	COM	92553P102	3895	100000	SH	DEFINE
VIACOM INC	COM	92553P102	902	23159	SH	DEFINE
VIACOM INC	COM	92553P201	969374	24874888	SH	DEFINE
VIACOM INC	COM	92553P201	48477	1243954	SH	DEFINE
VIACOM INC	COM	92553P201	461942	11853781	SH	DEFINE
VIACOM INC	COM	92553P201	2800	71858	SH	DEFINE
VIACOM INC	COM	92553P201	1949	50000	SH	DEFINE
VIACOM INC	COM	92553P201	24642	632330	SH	DEFINE
VIACOM INC	COM	92553P201	2020	51830	SH	DEFINE
VIACOM INC	COM	92553P201	2233	57300	SH	DEFINE
VIACOM INC	COM	92553P201	4979	127760	SH	DEFINE
VIACOM INC	COM	92553P201	135668	3481343	SH	DEFINE
VIACOM INC	COM	92553P201	164	4210	SH	DEFINE
VIACOM INC	COM	92553P201	18943	486080	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

VIACOM INC	COM	92553P201	1067	27390	SH	DEFINE
VIASAT INC	COM	92552V100	9903	321203	SH	DEFINE
VIASAT INC	COM	92552V100	7495	243110	SH	DEFINE
VIASAT INC	COM	92552V100	29650	961717	SH	DEFINE
VILLAGE SUPER MARKET INC	COM	927107409	11128	214000	SH	DEFINE
VIMPEL COMMUNICATIONS	SPONSORED ADR	68370R109	2337	86440	SH	DEFINE
VION PHARMACEUTICALS INC	COM	927624106	970	1259800	SH	DEFINE
VIRGIN MEDIA INC	COM	92769L101	763954	31477314	SH	DEFINE
VIOPHARMA INC	COM	928241108	356	40000	SH	DEFINE
VIOPHARMA INC	COM	928241108	4039	453850	SH	DEFINE
VIVUS INC	COM	928551100	1240	250000	SH	DEFINE
VIVUS INC	COM	928551100	5589	1126800	SH	DEFINE
VMWARE INC	COM	928563402	119	1400	SH	DEFINE
VMWARE INC	COM	928563402	1275	15000	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	102751	2830597	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	363	10000	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	36208	997461	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	724	19935	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	36069	993637	SH	DEFINE
VODAFONE GROUP PLC	SPONSORED ADR	92857W209	2577	71000	SH	DEFINE
VOLCOM INC	COM	92864N101	6435	151330	SH	DEFINE
VOLTAIRE LTD	COM	M97613109	5610	850000	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	125	1140	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	454	4150	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	66113	604600	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	3062	28000	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	787	7200	SH	DEFINE
VORNADO REALTY TRUST	COM	929042109	12047	110165	SH	DEFINE
W&T OFFSHORE INC	COM	92922P106	403	16543	SH	DEFINE
WABASH NATIONAL CORP	COM	929566107	44250	3919400	SH	DEFINE
WABCO HOLDINGS INC	COM	92927K102	294	6294	SH	DEFINE
WACHOVIA CORP	COM	929903102	4288	85500	SH	DEFINE
WACHOVIA CORP	COM	929903102	229861	4583479	SH	DEFINE
WACHOVIA CORP	COM	929903102	2358	47028	SH	DEFINE
WACHOVIA CORP	COM	929903102	70	1395	SH	DEFINE
WACHOVIA CORP	COM	929903102	21101	420759	SH	DEFINE
WACHOVIA CORP	COM	929903102	246823	4921687	SH	DEFINE
WACHOVIA CORP	COM	929903102	97	1930	SH	DEFINE
WACHOVIA CORP	COM	929903102	27	530	SH	DEFINE
WAL-MART STORES INC	COM	931142103	26408	605000	SH	DEFINE
WAL-MART STORES INC	COM	931142103	235682	5399360	SH	DEFINE
WAL-MART STORES INC	COM	931142103	353093	8089182	SH	DEFINE
WAL-MART STORES INC	COM	931142103	1936	44342	SH	DEFINE
WAL-MART STORES INC	COM	931142103	6268	143600	SH	DEFINE
WAL-MART STORES INC	COM	931142103	18782	430291	SH	DEFINE
WAL-MART STORES INC	COM	931142103	17684	405140	SH	DEFINE
WAL-MART STORES INC	COM	931142103	201	4600	SH	DEFINE
WAL-MART STORES INC	COM	931142103	34	770	SH	DEFINE
WALGREEN CO	COM	931422109	1	19	SH	DEFINE
WALGREEN CO	COM	931422109	16763	354838	SH	DEFINE
WALGREEN CO	COM	931422109	2655	56210	SH	DEFINE
WALGREEN CO	COM	931422109	128	2700	SH	DEFINE
WALT DISNEY CO	COM	254687106	168	4889	SH	DEFINE
WALT DISNEY CO	COM	254687106	38861	1130000	SH	DEFINE
WALT DISNEY CO	COM	254687106	252	7332	SH	DEFINE
WALT DISNEY CO	COM	254687106	50826	1477940	SH	DEFINE
WALT DISNEY CO	COM	254687106	60140	1748762	SH	DEFINE
WALT DISNEY CO	COM	254687106	86	2500	SH	DEFINE
WALT DISNEY CO	COM	254687106	14	420	SH	DEFINE
WALT DISNEY CO	COM	254687106	275	8000	SH	DEFINE
WALT DISNEY CO	NOTE	2.125% 4/1254687AU0	11	9000	PRN	DEFINE
WALT DISNEY CO	NOTE	2.125% 4/1254687AU0	19580	16000000	PRN	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WALTER INDUSTRIES INC	COM	93317Q105	39682	1475155	SH	DEFINE
WARNACO GROUP INC	COM	934390402	63676	1629800	SH	DEFINE
WARNACO GROUP INC	COM	934390402	7929	202950	SH	DEFINE
WARNACO GROUP INC	COM	934390402	324	8300	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	96890	2743970	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	186069	5269584	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	85	2411	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	724	20497	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	5880	166515	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	1229425	34818050	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	233	6600	SH	DEFINE
WASHINGTON MUTUAL INC	COM	939322103	36	1030	SH	DEFINE
WASHINGTON POST CO	COM	939640108	6	7	SH	DEFINE
WASHINGTON POST CO	COM	939640108	1271	1583	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	31324	830000	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	1473	39019	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	839	22230	SH	DEFINE
WASTE MANAGEMENT INC	COM	94106L109	19957	528800	SH	DEFINE
WATERS CORP	COM	941848103	2346	35054	SH	DEFINE
WATERS CORP	COM	941848103	33460	500000	SH	DEFINE
WATERS CORP	COM	941848103	411	6140	SH	DEFINE
WATERS CORP	COM	941848103	1202	17960	SH	DEFINE
WATERS CORP	COM	941848103	147452	2203412	SH	DEFINE
WATERS CORP	COM	941848103	87	1300	SH	DEFINE
WATERS CORP	COM	941848103	19	280	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	20949	646565	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	34946	1078592	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	55709	1719400	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	2155	66507	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	32151	992300	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	3	100	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1922	59330	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	1099	33930	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	149977	4628925	SH	DEFINE
WATSON PHARMACEUTICALS INC	COM	942683103	7024	216790	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	33248	1083000	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	49	1600	SH	DEFINE
WATTS WATER TECHNOLOGIES INC	COM	942749102	64	2090	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	54960	818100	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	268	3982	SH	DEFINE
WEATHERFORD INTERNATIONAL LTD	COM	G95089101	9469	140950	SH	DEFINE
WEBMD HEALTH CORP	COM	94770V102	5085	97600	SH	DEFINE
WELLPOINT INC	COM	94973V107	3	34	SH	DEFINE
WELLPOINT INC	COM	94973V107	3946	50000	SH	DEFINE
WELLPOINT INC	COM	94973V107	922	11680	SH	DEFINE
WELLPOINT INC	COM	94973V107	4696	59506	SH	DEFINE
WELLPOINT INC	COM	94973V107	57492	728490	SH	DEFINE
WELLPOINT INC	COM	94973V107	292	3700	SH	DEFINE
WELLPOINT INC	COM	94973V107	51	650	SH	DEFINE
WELLS FARGO & CO	COM	949746101	3252	91300	SH	DEFINE
WELLS FARGO & CO	COM	949746101	2783	78133	SH	DEFINE
WELLS FARGO & CO	COM	949746101	4274	120000	SH	DEFINE
WELLS FARGO & CO	COM	949746101	21604	606527	SH	DEFINE
WELLS FARGO & CO	COM	949746101	30832	865572	SH	DEFINE
WELLS FARGO & CO	COM	949746101	50751	1424780	SH	DEFINE
WENDYS INTERNATIONAL INC	COM	950590109	367	10500	SH	DEFINE
WERNER ENTERPRISES INC	COM	950755108	5145	300000	SH	DEFINE
WESCO INTERNATIONAL INC	NOTE	1.750%11/195082PAG0	4238	5000000	PRN	DEFINE
WEST MARINE INC	COM	954235107	23001	1991430	SH	DEFINE
WEST MARINE INC	COM	954235107	30491	2639900	SH	DEFINE
WEST MARINE INC	COM	954235107	95	8200	SH	DEFINE
WEST MARINE INC	COM	954235107	2519	218116	SH	DEFINE



Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

WEST PHARMACEUTICAL SERVICES INC	COM	955306105	160532	3853373	SH	DEFINE
WESTAR ENERGY INC	COM	95709T100	19648	800000	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	2178	86030	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	1057	41740	SH	DEFINE
WESTERN DIGITAL CORP	COM	958102105	1799	71069	SH	DEFINE
WESTERN REFINING INC	COM	959319104	3589	88440	SH	DEFINE
WESTERN REFINING INC	COM	959319104	183	4500	SH	DEFINE
WESTERN UNION CO	COM	959802109	2074	98906	SH	DEFINE
WESTERN UNION CO	COM	959802109	134	6370	SH	DEFINE
WESTFIELD FINANCIAL INC	COM	96008P104	1942	200000	SH	DEFINE
WESTLAKE CHEMICAL CORP	COM	960413102	75433	2978000	SH	DEFINE
WESTWOOD ONE INC	COM	961815107	9262	3368150	SH	DEFINE
WESTWOOD ONE INC	COM	961815107	2419	879560	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1247582	17255633	SH	DEFINE
WEYERHAEUSER CO	COM	962166104	1472	20365	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COM	G9618E107	1042875	2006493	SH	DEFINE
WHITE MOUNTAINS INSURANCE GROUP IN	COM	G9618E107	390	750	SH	DEFINE
WHITE RIVER CAPITAL INC	COM	96445P105	14586	722550	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	2	58	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	176	6664	SH	DEFINE
WHITNEY HOLDING CORP	COM	966612103	7032	266554	SH	DEFINE
WHOLE FOODS MARKET INC	COM	966837106	4590	93742	SH	DEFINE
WHOLE FOODS MARKET INC	COM	966837106	294	6000	SH	DEFINE
WILLIAMS COS INC	COM	969457100	8112	238175	SH	DEFINE
WILLIAMS COS INC	COM	969457100	37466	1100000	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	505462	12346408	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	12658	309190	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	2020	49350	SH	DEFINE
WILLIS GROUP HOLDINGS LTD	COM	G96655108	13531	330509	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	70	1800	SH	DEFINE
WILMINGTON TRUST CORP	COM	971807102	439	11287	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	0	25	SH	DEFINE
WINDSTREAM CORP	COM	97381W104	6823	483202	SH	DEFINE
WINNEBAGO INDUSTRIES INC	COM	974637100	42609	1784300	SH	DEFINE
WIPRO LTD	SPONSORED ADR	97651M109	5166	357790	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	8	173	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	766	17005	SH	DEFINE
WISCONSIN ENERGY CORP	COM	976657106	45030	1000000	SH	DEFINE
WM WRIGLEY JR CO	COM	982526105	706	10985	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	1283	46817	SH	DEFINE
WOLVERINE WORLD WIDE INC	COM	978097103	82930	3026660	SH	DEFINE
WPP GROUP PLC	SPONSORED ADR	929309409	1762	26100	SH	DEFINE
WPP GROUP PLC	SPONSORED ADR	929309409	1473	21825	SH	DEFINE
WUXI PHARMATECH CAYMAN INC	SPONSORED ADR	929352102	643	22800	SH	DEFINE
WYETH	COM	983024100	26904	603900	SH	DEFINE
WYETH	COM	983024100	486	10899	SH	DEFINE
WYETH	COM	983024100	26730	600000	SH	DEFINE
WYETH	COM	983024100	0	1	SH	DEFINE
WYETH	COM	983024100	26616	597438	SH	DEFINE
WYETH	COM	983024100	4059	91110	SH	DEFINE
WYETH	COM	983024100	223	5000	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	88292	2695122	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	7	208	SH	DEFINE
WYNDHAM WORLDWIDE CORP	COM	98310W108	11185	341420	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	18912	878000	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	336	15589	SH	DEFINE
XCEL ENERGY INC	COM	98389B100	45234	2100000	SH	DEFINE
XENOPORT INC	COM	98411C100	5825	123800	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	3584	45250	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	70343	888167	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	6	75	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	21388	270050	SH	DEFINE

Edgar Filing: FRANKLIN RESOURCES INC - Form 13F-HR

XL CAPITAL LTD	COM	G98255105	792	10003	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	16070	202907	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	1815	22918	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	6560	82831	SH	DEFINE
XL CAPITAL LTD	COM	G98255105	10614	134013	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	60	4230	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	6	406	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	516	36450	SH	DEFINE
XM SATELLITE RADIO HOLDINGS INC	COM	983759101	1431	101000	SH	DEFINE
XTO ENERGY INC	COM	98385X106	257	4155	SH	DEFINE
XTO ENERGY INC	COM	98385X106	9387	151800	SH	DEFINE
XYRATEX (BM) LTD	COM	G98268108	13412	698900	SH	DEFINE
YAHOO INC	COM	984332106	42944	1600000	SH	DEFINE
YAHOO INC	COM	984332106	5871	218755	SH	DEFINE
YAHOO INC	COM	984332106	1134	42250	SH	DEFINE
YAHOO INC	COM	984332106	268	10000	SH	DEFINE
YAHOO INC	FRNT	4/0984332AB2	1457500	11000000	PRN	DEFINE
YUM! BRANDS INC	COM	988498101	1498	44268	SH	DEFINE
ZALE CORP	COM	988858106	50679	2190100	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	5183	64000	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	51430	635020	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	10989	135680	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	324	4000	SH	DEFINE
ZIMMER HOLDINGS INC	COM	98956P102	891	11000	SH	DEFINE
ZOLTEK COMPANIES INC	COM	98975W104	681	15600	SH	DEFINE
ZUMIEZ INC	COM	989817101	143	3221	SH	DEFINE
ZUMIEZ INC	COM	989817101	7363	165950	SH	DEFINE
ZUMIEZ INC	COM	989817101	54339	1224676	SH	DEFINE

GRAND TOTAL

180072562